TEXAS SCHOOL COUNSELOR ASSOCIATION BY-LAWS
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ARTICLE I: Name, Affiliation, and Purposes

Section 1 Name
The name of this Division shall be the “Texas School Counselor Association,” hereinafter TSCA or the Association.

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 is to foster a close personal and professional relationship among school counselors and with counselors in other settings; to advance the profession of counseling in order to maximize the educational, academic, career, and personal-social growth of each individual; to participate actively in the study and improvement of guidance and counseling at the local, state, and national level; to serve as a state organization concerned with the professional needs of school counselors in the state of Texas; to develop, implement, and/or foster interest in college/career development programs.

ARTICLE II: Membership

Section 1 Types, Qualifications, & Requirements
1. Qualifications: In order to qualify for one of the three classes of membership, an individual must meet the requirements listed below for the membership being sought.

2. Types of Membership: This Division shall have one type of membership – “individual” and include three classes of membership: Professional, Regular, and Student.

3. Requirements: Such persons may become members of the Division upon payment of annual dues.

4. Non-Discrimination Statement - 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 three classes. The definitions for each class are as follows:

1. Professional Membership - A Professional Member must hold voting privileges in the Texas Counseling Association and possess a School Counselor certificate as issued by the current State of Texas authority for School Counselor certification.

2. Regular Membership – A Regular Member must be a member of the Texas Counseling Association and have an interest in school counseling.

3. Student Membership – A Student Member must hold student membership in the Texas Counseling Association and be enrolled in a master’s or doctoral level program resulting in a degree in school counseling or school counseling management/leadership.

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 and ACA’s divisions.

Section 5  Termination of Membership

1. Membership may be terminated for the non-payment of dues.

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 any conduct that tends to injure or discredit the Association, or that is contrary to or destructive of the objectives according to the By-Laws and Ethical Standards.

4. It shall be the responsibility of the Board of Directors upon investigation and recommendation of the Ethics Committee to determine whether or not membership shall be terminated.

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 the Annual Meeting, fixed by the President or the President’s designee. Meetings of Members for any other purpose will be held as needed, 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. **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.

7. **Voting** – When a quorum is present at any meeting of the Division’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.

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.

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**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, five Vice-Presidents, the Secretary, Treasurer, Director, Senator, Parliamentarian, and TCA Director.

1. Elected Officer & Terms
   
   a. All officers of the Division shall be elected at large from among eligible members of the Association. Only those holding voting membership in TCA are eligible to serve as an officer of the Division.
b. The President, President-Elect, and the Immediate Past President shall serve one-year terms. The five Vice-Presidents and Secretary shall serve two-year terms. The Middle/Jr. High VP and Elementary VP are to be elected in even numbered years, and the Secondary VP, Counselor Educator VP, and the School Counselor Supervisory VP are to be elected in odd numbered years. The Senator and Texas Counseling Association Director shall serve three-year terms, with a maximum of two consecutive terms.

c. The President-Elect shall automatically become President of the Division one year after the commencement of the term of office as President-Elect or upon the death or resignation of the President. In the event a President-Elect should resign or be unable to complete the term, or be unable to complete the President’s term as outlined in the By-Laws as needed, the Immediate Past President of the Division shall assume the position of chairman of the Board of Directors until the Board of Directors appoints a qualified member to fill any such vacancy. In the event the President should be unable to complete the term and the office of President-Elect is vacant, the immediate Past President shall assume the position of chairman of the Board of Directors until that group appoints a qualified member to preside.

d. The Immediate Past President shall serve for one year following the expiration of the term as President.

2. Appointed Officer & Terms

a. The TREASURER shall serve as an appointed position on the Board of Directors and shall review and approve for payment properly submitted vouchers. The Treasurer shall be appointed for a three-year term, and may be reappointed for an additional term. During the term a Treasurer-Elect may also be appointed to transition as the next Treasurer. A complete fiscal report shall be submitted to the Board of Directors as soon as possible after the close of the fiscal year.

b. The PARLIAMENTARIAN shall serve as an appointed position on the Board of Directors. The Parliamentarian will assist the Board on following Roberts Rules of Order.

c. A Texas Education Agency (TEA) Liaison will be an appointed position filled by an employee of TEA who works in the area of Guidance and Counseling. The Liaison will provide information about Guidance and Counseling activities at the Texas Education Agency, the State Board of Education, and the State Board for Educator Certification.
d. The Jesus Juarez Emerging Leader(s) will be selected from a list of nominees. The Emerging Leader(s) will be on the TSCA Board for one year as observer(s). During the following year, it is expected that the Emerging Leader(s) will serve on the Board as a committee chair or elected officer.

3. 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. With the exceptions of Senator and Texas Counseling Association Director, no elected officer may serve more than one consecutive elective term in the same office.

Section 2 Duties of Officers

The officers shall be responsible for those duties ordinarily connected with the office and shall constitute the Board of Directors. Both President and President-Elect shall be ex officio members of all committees. In the event of a vacancy in an office, the Board of Directors shall elect a professional member to fill the position.

1. The President shall
   a. Serve as presiding officer of the Association,
   b. Serve as a member and chairman of the Board of Directors,
   c. Appoint all necessary committees
   d. Perform such other duties as are incident of the office or may be properly required by vote of the Board of Directors,
   e. Maintain and update the TSCA Governance Manual, and
   f. Serve as the Association’s representative to applicable national conferences.

2. The President-Elect shall
   a. Serve as a member of the Board of Directors,
   b. Assist the President in maintaining and updating the TSCA Governance Manual,
   c. Serve as the Association’s representative to applicable national conferences.

3. The Immediate Past President shall
   a. Serve as chairman of the Nominations and Elections Committee,
   b. Perform such other duties as delegated by the Board of Directors, and
   c. Serve as the Association’s representative to applicable national conferences.
4. The Vice Presidents representing the counselors at Elementary, Middle, Secondary, Counselor Educator, and the School Counselor Supervisory levels shall serve as members of the Board of Directors and represent the needs and functions of the counselors at their respective levels. Each individual serving as a Vice President must be employed at that level throughout his/her term.

5. The Secretary shall
   a. Keep the records of all the meetings of the Association, as well as the minutes of the Board of Directors,
   b. Assist in conducting the official correspondence of the Association,
   c. Issue calls and notices of meetings, and
   d. Perform other such duties as directed by the Board of Directors.

6. The Senator shall represent TSCA in the TCA Senate. The Senator shall meet with the Senate at the regular meeting during the Annual Conference of TCA and attend any special meetings which may be called. An alternate shall serve only in the absence of the Senator. TSCA Senator alternate shall be appointed by the President.

7. The TCA Director shall represent TSCA in the TCA Board of Directors. The TCA Director shall meet with the TCA Board of Directors at each regular and called meeting. An alternate shall serve only in the absence of the Director. TSCA Director alternate shall be appointed by the President.

8. The Treasurer shall be responsible for conducting, or overseeing an annual audit of funds and making an annual financial report to the members.

Section 3 Qualification; Nominations; Election of Officers

1. To qualify for an elected office, candidates shall be members of TSCA and TCA. Persons nominated for the office of President-Elect, Senator, and TCA Director must have served a minimum of one year previously as a committee chairperson or officer of the Division and must hold TCA membership.

2. There shall be an established Nominations and Elections Committee consisting of the Immediate Past President of the Division as chairperson and other such members as the chairperson shall appoint.

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

5. 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.

6. If any officer elected should be unable to assume office by the beginning of the Association Fiscal year or to complete a term of office, the next-ranking candidate on the election return shall assume that position except that of a President-Elect who is serving the unexpired term of President (See Section 5, 1). The Board shall have the authority to fill any vacancy for which there are no other provisions.

7. The Nominations and Elections Committee shall submit any proposed changes regarding nominations and elections procedure to the Board of Directors at the summer Board meeting.

Section 4 Compensation of Officers

None of the Officers of the Division shall receive any compensation for their services as such to the Division. Necessary expenses of officers may be paid from the funds of the Division by specific authorization of the President.

Section 5 Uncompleted Terms of Officers

1. In the event the President position is vacated due to death, incapacitation, resignation or any other reason, the President-Elect shall succeed to the unexpired remainder thereof, and continue through the term of President for which the President-Elect was elected. In the event the President-Elect should be unable to complete the President’s unexpired term, the Board of Directors shall appoint a President to serve accordingly until the next annual election.

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 qualified candidate 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.

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 the agency through which the general administrative and executive functions of the Division shall be carried out. The President of the Division shall be chairperson of the Board of Directors. The Board of Directors shall be composed of the officers of the Division and shall be selected in a manner specified by the By-Laws of this Division.

2. The Board of Directors shall be composed as follows: President, President-Elect, Immediate Past President, Elementary Vice-President, Middle/Junior High Vice President, Secondary Vice-President, Counselor Supervisor Vice-President, Counselor Educator Vice-President, Secretary, Treasurer (not a voting member), Parliamentarian (not a voting member), TCA Director, and TCA Senator.

3. The term of office for each member of the Board of Directors shall 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 business 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. Persons nominated for the office of President-Elect, Senator, and TCA Director must have served a minimum of one year previously as a committee chairperson or officer of the Division and must hold TCA membership.

2. The Nominations and Elections 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, 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 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

1. Meeting Frequency: The Board of Directors shall meet at the time and place of the annual Professional Growth Conference of the Texas Counseling Association, as well as in the summer and at such other times as may be designated by either the President or five members of the Board of Directors. The Official Meeting of the Association shall be held at the Texas Counseling Association Professional Growth Conference.

2. Minimum Meeting Number: The Board of Directors shall meet at least once per year, at the Professional Growth Conference, and other times as needed.

3. Telephone/Electronic Meetings: The Board of Directors 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.

4. Meeting Notice: The President or Secretary of the Board of Directors shall issue notices of meetings.

5. Meeting Minutes: Minutes of any Board of Director meetings shall be recorded by the Secretary. If the Secretary is unable to attend the meeting, the President shall appoint another officer to record meeting minutes.

6. Voting: Upon recognition of a quorum of the Board of Directors, voting in face-to-face meetings will follow Robert’s Rules of Order. Votes cast via e-mail will be cast via the “reply all” option
where all members of the Board of Directors will see the votes. Votes via conference/video call will be cast during the call following Robert’s Rules of Order.

7. Quorum: A majority of the members of the Board of Directors shall constitute a quorum. In the intervals between meetings of the Division, the Board of Directors shall take such actions as are necessary for the conduct of the Division’s affairs, except that no action shall be taken which is contrary to an action taken by the Division at the official meeting. The Board of Directors shall report at each annual Professional Growth Conference on all actions taken during the intervals.

Section 5 Compensation of Board

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 Director to serve as a voting member on the TCA Board of Directors. The elected Director must be a member of TCA and the TSCA.

2. In the event the 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 TSCA Bylaws to serve on the TCA Board for the remainder of the uncompleted term.

3. The term of office for each Director other than Officers of the Division shall be for three (3) years and shall begin on July 1 of the election year.

4. A TSCA Director 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

1. 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 TSCA Bylaws.

2. 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.

Section 3  Compensation

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

ARTICLE VI: TCA Senate

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 TSCA Bylaws.

3. The term of office for each Senator other than Officers of the Division 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 TSCA.
2. No Director, except TSCA’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 nomination 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 Nomination and Election Committee and the Program Review 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:
   a. By-Laws and Ethics. The By-Laws and Ethics Committee shall annually review the TSCA By-Laws in order to align with the TCA By-Laws. The TSCA By-Laws and Ethics Committee shall assist the membership in understanding ethical practices.
   b. Nominations and Elections. The Nominations and Elections Committee shall develop election policies for approval by the TSCA Board and conduct elections in accordance with the approved policies.
   c. Advocacy. The Advocacy Committee shall coordinate school counselor legislative and advocacy activities with TCA divisions and committees.
d. Conference. The Conference Committee shall assume responsibility for the general planning of the Professional School Counselor Conference activities.

e. CREST (Counselors Reinforcing Excellence for Students in Texas). The CREST Committee shall coordinate the CREST entries and awards.

f. Human Rights. The Human Rights Committee shall communicate and coordinate to represent the human rights of individuals and concerns of human rights in our country.

g. Finance. The Finance Committee shall develop and present the budget for the upcoming year and review the status of accounts as needed throughout the year.

7. Necessary expenses of committee chairperson may be paid from the funds of the Division by specific authorization of the President.

Section 2 Special Committees

1. Formation - The TSCA’s Special Committees shall be those committees established by the Board of Directors or President.

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

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

4. Appointments – The TSCA’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

ARTICLE IX: Business Affairs

Section 1 Membership Dues and Financing

Dues shall be determined by a Board of Directors recommendation to the TSCA membership and be a majority vote of the membership. Any person who has met the qualifications for professional, regular, or student membership shall pay the prescribed dues.

Section 2 Budget

TCA shall manage each Division’s finances in accordance with the budget submitted by the Division.

Section 3 Audit

An auditor's report shall be conducted by the Division Treasurer on a yearly basis. A statement of financial position shall be available to the Board of Directors.

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.

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 Board of Directors.

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

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

1. The purpose of this Conflict of Interest Clause is to protect the interest of TSCA when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of TSCA or might result in a possible excess benefit transaction. This clause is intended to supplement but not replace any state laws governing conflicts of interest applicable to nonprofit and charitable organizations.

2. In connection with any actual or possible conflict of interest, an officer of TSCA must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

3. All elected positions and employees of this Division will sign a Conflict of Interest Statement when contemplating entering into a transaction or arrangement of a 3rd party.

Section 14 Policies and Procedures

Supplementary policies and implementation guidelines for these Bylaws are found in the TSCA 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 Division, 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: President, Past President, or Treasurer.
Section 3 Investments
The Division’s Finance Committee shall develop and recommend a policy on investment strategy to the Division’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 Division’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 Division.

Section 4 Deposits
All Division funds shall be deposited from time to time to the credit of the Division in such banks, trust companies, or other depositories as the Division’s Board of Directors may select or may be selected in accordance with procedures established by the Board.

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. 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 rational, 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 membership 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 by a 2/3 vote of the members present at a regular meeting of the membership/other.

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 TSCA, hereby certify that the foregoing Bylaws were adopted by the Division effective this ___ day of ______ in the year 2018.

________________________________________________________________________
Secretary (PRINT)

________________________________________________________________________
Secretary (SIGNATURE)