**Chapter Name**

**Adopted – YEAR**

**Amended – List all subsequent YEARS**

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**<NAME OF CHAPTER> BYLAWS**

Adopted ‐ <YEAR> ‐‐‐ Amended ‐ <list each year amended or revised>

# ARTICLE I: Name, Affiliation, and Purposes

## Section 1 Name

The name of this Chapter shall be the <> (“Chapter”), hereinafter referred to <> (Chapter Acronym).

## Section 2 Affiliation

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

Section 3 Purpose

The purpose of this Chapter is <> (must be congruent with TCA’s purpose/mission)

# ARTICLE II: Membership

## Section 1 Types

[Please be sure to identify types and classes of membership]

1. Qualifications: (Who can join?)
2. Types of Membership: (Individual, Organizational, Institutional, etc.) Generally, you will have Individual, but you may allow an organization/institution to purchase membership for all its “X” = “Students,” Spindletop – purchases 300 memberships. These would not be associated with an individual, but would permit X number of persons to access to chapter type stuff.
3. Requirements: Such persons may become members of the Chapter upon payment of annual dues.
4. Non-Discrimination Statement: No one may be denied membership in this Chapter based on based upon: age, culture, disability, ethnicity, race, religion/spirituality, gender identity, sexual orientation, marital/partner status, language preference, socio-economic status, immigration status, or any basis prescribed by law.

## Section 2 Classes

Membership shall be of <#> classes. The definitions for each class are as follows: No lifetime membership

1. Regular Membership ‐
2. Student Membership –
3. Retired Membership –
4. Emeritus Membership –
5. Affiliate Membership –

## Section 3 TCA Membership

Members of this Chapter are encouraged to apply for membership in the Texas Counseling Association and TCA divisions. Chapter officers and the Senator must be members of TCA.

Section 4 ACA Membership

Members of this Chapter 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. Membership may be reinstated by paying annual dues.
2. Membership may be terminated for any conduct that (i) injures TCA or Chapter; (ii) adversely affects its reputation; (iii) is contrary to or destructive of its mission according to the Association’s Bylaws; (iv) is contrary to the ACA Code of Ethics; or any combination.
3. Membership may be terminated for falsifying Association membership, grant, or scholarship applications.
4. Membership may be terminated if any professional license or certification held by the member is revoked by any regulatory body.
5. Any member whose membership is terminated under (b), (c), or (d) is not eligible for reinstatement as a member in any class.
6. The Chapter’s Executive Committee by a majority vote, will determine whether or not membership shall be terminated. The determination by the Association’s Executive Committee is final and may not be appealed.

##

## 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 <place>, fixed by the President or the President’s designee. Meetings of Members for any other purpose will be held at a time and place, <> stated in the notice of the meeting or in a duly executed waiver of notice. The Chapter’s President may determine that any meeting may be held solely by remote communication in accordance with Texas law. The President of the Chapter 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 Chapter’s President or the President’s designee. At that meeting, Members will elect Officers and 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 - (i.e., Program, Business, Regular, Special Meeting. Define the presiding officer, how the meeting is called, when or how often, purpose etc).
	1. *Example*: Special Meeting – Special meetings of Members (unless otherwise prescribed by law, the certificate of formation, or these Bylaws) may be called by the Chapter’s President or the Chapter’s Board of Directors, or will be called by the Chapter’s President or Chapter’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.
	2. Meeting Type 2 (follow example for each additional meeting type.)
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 Chapter’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 Chapter’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 the Member at Member's address as it appears on Chapter’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 Chapter'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 Chapter 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 Chapter’s Bylaws. At any meeting of the members, every member having the right to vote will be entitled to vote in person. Voting for the Chapter’s Officers and 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 Chapter 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 Chapter

## Section 1 Officers and Terms of Office

The officers of this Chapter shall be the <President, the President‐Elect, the Immediate Past President, the Secretary, and Treasurer.

1. Elected Officers and Terms
	1. 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.
	2. Members will elect, at large, a Secretary in accordance with these Bylaws. The Secretary shall serve a [term length] term. Total consecutive service as Secretary may not exceed [X] years.
	3. Members will elect, at large, a [officer X] in accordance with these Bylaws. The [officer X] shall serve a [term length] term. Total consecutive service as [officer X] may not exceed [X] years.
	4. Members will elect, at large, a [officer X] in accordance with these Bylaws. The [officer X] shall serve a [term length] term. Total consecutive service as [officer X] may not exceed [X] years.
2. Appointed Officer & Terms
	1. The <Treasurer/officer X> shall be appointed by the <who> upon recommendation of the Board of Directors for a <year> term. The <officer X> may serve <two> consecutive terms but shall not serve a <third> consecutive term.
3. Term Start and End Dates
	1. The term of office of any elected or appointed Officer of the Chapter shall begin on July 1, and shall be for a period of one year unless the Chapter Bylaws specify otherwise or until a successor takes office.

## Section 2 Duties of Officers

1. The President shall (i.e. typically responsible for filing any necessary reports with TCA)
2. The President‐Elect shall (often responsible for education programs)
3. The Immediate Past President shall (i.e. typically responsible for nominations and elections)
4. The Secretary shall (i.e. typically responsible for compiling minutes)
5. The Treasurer shall (i.e. typically responsible for conducting or overseeing, an annual audit of funds and making an annual financial report to the members)
6. The TCA Senator shall (i.e. )

## Section 3 Qualification; Nomination; Election of Officers

1. To qualify for an elected Chapter office, candidates must:
	* 1. be (describe qualified member types based on Article II, Section 2, e.g., Professional, Retired, Emeritus, or Life Members of the Chapter). (Describe member types that are not qualified to hold office, based on Article II, Section 2, e.g., Student, Affiliate) are not authorized to hold a Chapter office.
		2. At the time they assume office, Chapter Officers (including the Senator) must also be members of TCA.
2. Individuals nominated for TCA President-elect or Secretary must:
3. have served for at least three (3) years within the past seven (7) years in one or more of the following roles: on the TCA Board or on the TCA Senate or on the Executive Committee of an Association Division or Chapter;
4. demonstrate past leadership experience;
5. complete a criminal background check and verification of credentials.

C. The Nominations and Elections Committee shall review all candidates in accordance with Article VI of these bylaws and place no more than two candidates on the ballot for each position of President-elect and Secretary.

D. Candidates must not run for TCA President-Elect or Secretary at the same time they are candidates for Region Director, or a TCA Division or Chapter President-elect, Director or Senator.

E. 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.

F. All Members in good standing, except Student Members and Affiliate Members, as of the Record Date may vote for the Chapter Officers.

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

## Section 5 Uncompleted Terms of Officers

1. In the event the President-Elect, Secretary, Treasurer or Senator <other Officers> position is vacated due to death, incapacitation, resignation or any other reason, the Chapter <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 Chapter President shall appoint <a former Past-President/other> to fill the office for the remainder of the uncompleted term.
3. In the event the President, President-Elect and Past President offices are vacated due to death, incapacitation, resignation or any other reason, the <most recent past Chapter President/other> shall assume the duties of the President for the remainder of the uncompleted term.

## Section 6 Removal or Resignation of an Officer

1. Any Chapter Officer may be removed from office for (i) willful violation of any provision of the Association Bylaws or Governance Manual; (ii) failure to perform the duties assigned to the office they hold; (iii) willful misrepresentation of Association’s adopted policies or positions; (iv) conduct that (A) injures TCA; (B) adversely affects its reputation; (C) is contrary to or destructive of its mission; (D) is contrary to the ACA Code of Ethics; or (v) have their TCA membership terminated for cause as set forth in the Association’s Bylaws.
2. Removal of a Chapter officer must require a vote of at least two-thirds or sixty-seven percent (67%) of the Association Board.
3. Any Chapter Officer of the Association may resign at any time by giving written notice, including by electronic transmission to the President of TCA. The resignation shall take effect as of the date of receipt of such notice.
4. A Chapter Officer must resign from office prior to applying for a position as TCA staff

# ARTICLE IV: Board of Directors of the Chapter

## Section 1 Composition; Terms of Office

1. The Board of <Directors> shall be composed as follows: < Officers>.
2. The term of office for each member of the Board of <Directors> shall be for <years> and begin on July 1 of the election year.

## Section 2 Duties of the Board of Directors

(examples)

1. The Chapter’s business and affairs will be managed by or under the direction of the Board of Directors, who may exercise all such powers of the Association and do all such lawful acts not directed or required to be exercised by the Members, by law, the Certificate of Formation, or these Bylaws.
2. To propose Association policies and budgets for consideration by the Board of Directors.
3. To formulate operational policies regarding < ie objectives and purposes of the Chapter and recommend such action as seems necessary to present these policies to the voting members for adoption>.
4. To identify issues and recommend priorities for professional direction relating to problems pertinent to the Chapter.
5. To exercise such other powers and functions as may be necessary or desirable to the Association’s best interests, not in conflict with the Bylaws.

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

1. All members of the Board of Directors shall be members of the Chapter. (Any other qualifications should be listed here).
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 [list exceptions], as of the Record Date may vote for the Chapter’s directors.
4. When a quorum is present at any meeting of the Chapter'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
2. Minimum Meeting Number
3. Telephone/Electronic Meetings
4. Meeting Notice
5. Meeting Minutes
6. Voting
7. Quorum
8. Voting Methods

## Section 5 Compensation of Board

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

## Section 6 Removal or Resignation of Board Members

1. An Association Board Member may be removed from office for (i) willful violation of any provision of the Association Bylaws or Governance Manual; (ii) failure to perform the duties assigned to the office they hold; (iii) willful misrepresentation of Association’s adopted policies or positions; (iv) conduct that (A) injures TCA; (B) adversely affects its reputation; (C) is contrary to or destructive of TCA’s purpose and mission according to Association Bylaws; (D) is contrary to ACA Code of Ethics; or (v) have their TCA membership terminated for cause as set forth in the Association’s Bylaws.
2. Removal of an Association Board Member shall require a vote of at least two-thirds or sixty-seven percent (67%) of the Association Board.
3. Any Board member may resign at any time by giving written notice, including by electronic transmission, to the Board of Directors and the President. The resignation shall take effect as of the date of receipt of such notice.
4. Any Board member must resign that position prior to applying for a staff position within the Association.

# ARTICLE V: TCA Senate

# Section 1 Senator; Term of Office

1. The Chapter shall elect a Senator to serve in TCA’s Senate.
2. The Chapter President shall certify to TCA’s President the identity and qualifications of their Senator at least 30 days prior to any Senate meeting.
3. In the event a Senator is unable to complete the term due to death, resignation, incapacity, or any other event, the Chapter 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 Chapter Bylaws.
4. The term of office for the Senator shall be for three (3) years and shall begin on July 1 of each year.
5. A Chapter Senator may serve two consecutive terms of three (3) years each but shall not serve a third consecutive term.

## Section 2 Qualification; Nomination; 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 Chapter they represent. New Professional, Student, and Affiliate Members are not qualified to be an Association Senator
2. The Senator shall not currently represent more than one Chapter, nor shall they simultaneously represent a Division and Chapter.
3. The Chapter shall conduct the nomination and election of Senators in accordance with TCA Bylaws and the Bylaws of the Chapter.

## Section 3 Compensation

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

Section 4Uncompleted Terms of Senators

1. In the event that a Chapter Senator’s position is vacated due to death, incapacitation, resignation, or any other reason, the Chapter President shall appoint a person who meets the qualifications of Chapter Senator in accordance with the Association and the Chapter Bylaws to fill the office as an Interim Appointee for the remainder of the uncompleted term. The Chapter President shall notify the Association’s President and Executive Director of the Interim Appointee within 15 days of appointment.
2. Individuals who are appointed to the uncompleted term of an elected Division Senator or Chapter Senator will serve the remainder of the term for that position. Service as an Interim Appointee shall only be considered a full term if the time holding the office of Division Senator or Chapter Senator extends beyond 12 months.

Section 5 Removal or Resignation of Senators

A. An Association Senator may be removed from office for (i) willful violation of any provision of the Association Bylaws or governance documents; (ii) failure to perform the duties assigned to the office they hold; (iii) willful misrepresentation of Association’s adopted policies or positions; (iv) conduct that (A) injures TCA; (B) adversely affects its reputation; (C) is contrary to or destructive of its purpose and mission according to the Association’s Bylaws; (D) is contrary to the ACA Code of Ethics; or any combination; or (v) have their TCA membership terminated for cause as set forth in the Association Bylaws.

B. Removal of an Association Senator shall require a vote of at least two-thirds or sixty-seven percent (67%) of the Association Senate.

C. Any member of the TCA Senate may resign at any time by giving written notice, including by electronic transmission, to the Senate and the President. The resignation will take effect as of the date of receipt of such notice.

D. Any member of the Senate shall resign that position prior to applying for a staff position within the Association.

# ARTICLE VI: Committees

## Section 1 Standing Committees

1. Formation - The Chapter’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 Chapter.
3. Qualifications - All members, including the chairperson, of a Standing Committee shall be current Chapter members.
4. Appointments - The <Board of Directors/Executive Committee/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: Nominations and Election, Executive, Finance, Membership, and Program.

## Section 2 Special Committees

1. Formation - The Chapter’s Special Committees shall be those committees established by the <Board of Directors/Executive Committee/President>
2. Duties – The Chapter’s Special Committees are established to address matters of an immediate or non-recurring nature related to specific purposes of the Chapter.
3. Qualifications – All members, including the chairperson, of a Special Committee shall be current Chapter members.
4. Appointments – The Chapter’s <Board of Directors/Executive Committee/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>.

## Section 3 Nominations and Elections Committee

1. Committee’s Commission/Duties: The Nominations and Elections Committee shall be responsible for carrying out Nominations and elections procedures in accordance with these Bylaws.
2. Meetings:
3. Minutes:

## Section 4 Executive Committee

1. Committee’s Commission/Duties:
2. Meetings:
3. Minutes:

## Section 5 Finance Committee

1. Committee’s Commission/Duties:
2. Meetings:
3. Minutes:

# ARTICLE VII: Nominations and Elections

## Section 1 Guidelines: Nominations and Elections Procedure

Each Chapter 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 nomination vita sheet to be neutral and not preferential to any candidate; procedure for counting and verifying correctness of election results; procedure for handling a situation where a person does not receive enough votes to be nominated or win the election.

1. Timeline -
	1. The Nominations and Election Committee Chairperson shall submit a detailed plan regarding nominations and election procedures to the Executive Committee of the Board prior to June 1 of each fiscal year.
	2. The plan shall include procedures for: (i) certifying candidates qualifications meet the Association Bylaw requirements to serve as an Association Officer or Region Director; (ii) certifying candidates’ prior conduct or history which could place the Association’s assets or resources at risk, including but limited to a criminal background check; (iii) certifying candidates’ licensure or certification; (iv) certification of placing on the Internet the nominations and election ballots; (v) method to authenticate votes of Eligible Members; (vi) design of nomination vita sheet to be neutral and not preferential to any candidate; (vii) procedure for counting and verifying correctness of election results; and (viii) procedure for handling a situation where a person does not receive enough votes to be nominated or win the election.
	3. Voting should be completed before Thursday of the TCA Professional Growth Conference
2. Resources -
	1. Access the most current TCA Nominations and Election Operating Manual on the [TCA Leadership Resources Page](https://nam02.safelinks.protection.outlook.com/?url=https%3A%2F%2Ftxca.org%2Ftca_forms_reports.php&data=05%7C01%7CJan%40TXCA.ORG%7Cab2160652cd14f51ead308dafaf935c1%7Cc84a3ba2282f42c183d0b94629a2823f%7C0%7C0%7C638098245518870963%7CUnknown%7CTWFpbGZsb3d8eyJWIjoiMC4wLjAwMDAiLCJQIjoiV2luMzIiLCJBTiI6Ik1haWwiLCJXVCI6Mn0%3D%7C3000%7C%7C%7C&sdata=B3%2FZrowdDhist5SjQnqbmyIHxSW1kjWZURhVmeoaRR0%3D&reserved=0).
3. Requirements - All Chapter and Division Nominations and Elections need to align with the TCA Nominations and Election Operating Manual. While the language may be different, elections should be finalized at the same time as TCA Elections are finalized, specifically for Senators. While all officers do not need to be elected in compliance with TCA Elections, as the Senator position is a state level position, it must follow the TCA guidelines. A best practice would be to have all officers elected at the same time.

# ARTICLE VIII: Business Affairs

## Section 1 Membership Dues and Financing

Each chapter shall determine its own membership dues and be responsible for financing its operations. (Example-Annual Chapter dues for Members shall be established by the Board of Directors or Executive Committee subject to approval by majority of the voting Members.)

## Section 2 Budget

TCA shall manage each Chapter’s finances in accordance with the budget submitted by the Chapter. (Example-The Board of Directors shall prepare and present a budget for approval by the Executive Committee by--date).

## Section 3 Financial Review

The chapter will outline a formal fiscal review process. Fiscal review report will be presented annually to the Board of Directors. Items in the fiscal review should include the identified reviewer, the recipient of the reviewer's report, and timeline of the review process. Fiscal review reports shall be made available to Chapter members electronically and at an identified meeting of the membership.

## Section 4 Severable or Transferable Interest

No Chapter Member shall have any severable or transferable interest in the Chapter, its assets or resources.

## Section 5 Control and Management

All property of the Chapter 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 Chapter 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 Chapter Bylaws, the following shall apply:

1. When the Chapter leadership, or the TCA Executive Committee determines that the Chapter is no longer viable and should be dissolved, a letter stating the reason shall be sent to the TCA President signed by the Chapter President and Senator (or if none exist, the TCA Executive Committee).
2. The TCA President shall send a notice of possible dissolution to all Chapter 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 Chapter Members have responded or a majority of those responding agree with dissolution, the TCA President shall notify the Chapter President.
4. Upon receipt, the TCA President shall submit a recommendation of dissolution to the TCA Board and Senate, along with the financial statement. Chapter status may be withdrawn by a 2/3 vote of the Senate.
5. Upon dissolution of the Chapter, 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 Chapter, provided that such other organization(s) shall be exempt under Section 501(c) (3) of the Internal Revenue Laws.

## Section 7 Appropriation of Chapter Funds

No appropriation of Chapter funds shall be made except pursuant to the authority of the senate.

## Section 8 Chapter Disbursements

All expenses of a Chapter shall be paid for by funds possessed by the Chapter.

## Section 9 Committee Expense

The Chapter shall appropriate funds to cover Committee expenses. All expenses incurred by a committee of the Chapter 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 Chapter shall make written reports of its activities, minutes, financial statements, a roster of current members, and any changes in the Chapter’s Bylaws to TCA’s President and Regional Director on or before a date set by TCA each fiscal year and shall report at any other time requested by the TCA President.

## Section 12 Indemnification of Directors, Officers, and Employees

1. Chapters are not required, nor is it necessary to have an indemnification provision. Should the Chapter create an indemnification provision, the chapter is to follow the guidelines below:
	1. To the extent permitted by law, each director, officer, and employee, of the Chapter whether or not then in office, shall be indemnified by the Chapter 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 Chapter, such expenses to include the cost of reasonable settlements (other than amounts paid to the Chapter 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 Chapter shall be authorized to purchase Chapter liability insurance, without obtaining reimbursement of all or any part of the premium, to ensure the Chapter'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 Chapter, whether or not the director, officer, or employee has or would have a right of indemnification from the Chapter by law and under these Bylaws.

# ARTICLE IX: Amendments

## Section 1 Amendments

(below are some suggestions)

1. Amendments to these Bylaws may be proposed by < ie Board of Directors/list all who can propose an amendment and whether they need a certain # of member signatures>. All such proposed amendments shall be presented in writing, accompanied by rationale, to <whom> at least <how many days> prior to any meeting of the <Board of Directors/Executive Committee/other>.
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 Chapter official publication, to the voting members of the Chapter at least <30 days/other> prior to the next <type> 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 Chapter business meeting/by a 2/3 vote of the members present at a regular meeting of the membership/other>.
4. Any changes to the Chapter Bylaws shall be reported in writing to the TCA President in the Chapter’s annual report.

# ARTICLE X: 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 Chapter 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 Chapter’s Board of Directors have the power, by motion and vote, to authorize the Chapter’s President to take appropriate and necessary action to address the circumstances and ensure the Chapter’s business and affairs are conducted in an efficient and orderly manner.
2. The undersigned, being the duly elected and qualified Secretary of <> Chapter, hereby certify that the foregoing Bylaws were adopted by the Chapter effective this \_\_\_ day of \_\_\_\_\_\_ in the year \_\_\_\_.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary (PRINT)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary (SIGNATURE)