**Division Name**

**Adopted – YEAR**

**Amended – List all subsequent YEARS**

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**<NAME OF DIVISION> BYLAWS**

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

# ARTICLE I

# Name, Affiliation, and Purposes

## Section 1 Name

The name of this Division shall be the <> (“Division”) a division of the Texas Counseling 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, Bylaws and Articles of Incorporation.

## Section 3 Purpose

The purpose of this Division 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 it’s “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/division type stuff.
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 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:

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

## 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. Membership may be reinstated by paying annual dues.
2. Membership may be terminated for any conduct that (i) injures TCA or Division; (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. Membership may be terminated if … [i.e., unprofessional conduct, activities directly opposed to the division’s purpose, etc.]
6. Any member whose membership is terminated under (b), (c), or (d) is not eligible for reinstatement as a member in any class.
7. The Division’s Executive Committee by a majority vote, will 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 <place>, fixed by the President or the President’s designee. Meetings of Members for any other purpose will be held at <time and place>, 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 - (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 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.
   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 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 [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, Treasurer, Director, and Senator.>

1. Elected Officer & 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.
   5. Etc. etc.
2. Appointed Officer & Terms (list any appointed officers and their term)
   1. The <Treasurer/other> shall be appointed by the <who> upon recommendation of the Board of Directors for a <term>. The <Treasurer> 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 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 (i.e. typically responsible for filing any necessary reports with TCA.)
2. The President‐Elect shall (i.e. 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) The Treasurer will review periodic financial audit statements from TCA, with specific reference to the finances of the Division.

## Section 3 Qualification; Nominations; Election of Officers

1. To qualify for an elected office within <division>, candidates must:
   * 1. be Professional, Retired, or Emeritus of the Association and a member of at least one of the Association’s Division. New Professional and Student are not authorized to hold an Association office.
     2. At the time they assume office, Association Officers must also be members of TCA.
2. Individuals nominated for <Division> 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;
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, 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 Association’s Officers.

G. When a quorum is present at any meeting of the Association's members for the purpose of

electing officers, the receipt of the vote of a majority of members entitled to vote who choose

to vote will be sufficient to decide the election.

## Section 4 Compensation of Officers

None of the Officers of the 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 or <other Officer’s> position is vacated due to death, incapacitation, resignation or any other reason, the Division <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/other> 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/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 Division 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 Division officer must require a vote of at least two-thirds or sixty-seven percent (67%) of the Association Board.
3. Any Division 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.

D. A Division Officer must resign from office prior to applying for a position as TCA staff.

# ARTICLE IV: Board of <Directors> or Executive Council of the Division

## Section 1 Composition; Terms of Office

1. The Board of Directors shall be composed as follows: <Board Composition>
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 listed below>

1. <Division’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 Senate.
3. To formulate operational policies congruent with direction from the Senate.
4. To identify issues and recommend priorities for professional advocacy relating to issues pertinent to the Association.
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; 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. (Any other qualifications should be listed here).
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 [ list exceptions], as of the Record Date may vote for the Division’s directors.

D. 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
2. Minimum Meeting Number
3. Telephone/Virtual 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 Division shall receive any compensation for their services as such to the Division.

Section 6 Uncompleted Terms of Division Directors

A. In the event that a Division Director’s position is vacated due to death, incapacitation,

resignation, or any other reason, the Division President shall coordinate the selection of a person who meets the qualifications of Division Director in accordance with the Association and the Division Bylaws to fill the office for the remainder of the incomplete term. The Division President shall notify the Association President and Executive Director of the Interim Appointee within 15 days of appointment.

B. Individuals who are appointed to the uncompleted term of an elected Division Director shall

serve the remainder of the term for that position. Service as an Interim Appointee shall only be

considered a full term if the time holding the office of Division Director or Regional Director

extends beyond 12 months.

Section 7 Removal or Resignation of Board Members

1. An Division Board Member may be removed from office for (i) willful violation of any provision of the Division Bylaws or Governance Manual; (ii) failure to perform the duties assigned to the office they hold; (iii) willful misrepresentation of Division’s adopted policies or positions; (iv) conduct that (A) injures <Division> ; (B) adversely affects its reputation; (C) is contrary to or destructive of <Division’s> purpose and mission according to Division 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 a Division Board Member shall require a vote of at least two-thirds or sixty-seven percent (67%) of the Division 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 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 other than Officers of the Division shall be for three (3) years and shall begin on July 1 of each 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. New Professional, Student, and Affiliate Members are not qualified to be an Association Senator
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.
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.

Section 4Uncompleted Terms of Senators

A. In the event that a Division Senator’s position is vacated due to death, incapacitation,

resignation, or any other reason, the Division President shall coordinate the selection of a person who meets the qualifications of Division Senator in accordance with Division Bylaws to fill the office as an Interim Appointee for the remainder of the uncompleted term. The Division President shall notify the Association’s President and Executive Director of the Interim Appointee within 15 days of appointment.

B. 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

extends beyond 12 months.

Section 5 Removal or Resignation of Senators

A. A Division Senator may be removed from office for (i) willful violation of any provision of the

Division 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 a Division Senator shall require a vote of at least two-thirds or sixty-seven

percent (67%) of the Division 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

Association.

# ARTICLE VI: 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 <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 Elections, Executive, Finance, Membership, and Program.

## Section 2 Special Committees

1. Formation - The Division’s Special Committees shall be those committees established by the <Board of Directors/Executive Committee/President>
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 <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 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 -
   1. Nominations should begin and end in September
   2. Elections should begin and end in October
   3. Voting should be completed before Thursday of the TCA Professional Growth Conference
2. Resources –
   1. [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 Chapters and Division Nominations and Elections need to align to Section IV of 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.

Section 2 Voting

1. The nominations and elections committee shall work with the TCA office to conduct the on-line election of officers. The voting shall take place online or by mail following the procedures set forth by TCA.
2. The results of the election shall be certified to the President, President-Elect in accordance with TCA timeline.
3. All members in good standing except associate and student members in the division may vote.

# ARTICLE VIII : Business Affairs

## Section 1 Membership Dues and Financing

Each division shall determine its own membership dues and be responsible for financing its operations. (Example-Annual Division 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 Division’s finances in accordance with the budget submitted by the Division. (Example-The Board of Directors shall prepare and present a budget for approval by the Executive Committee by--date).

## Section 3 Audit

Audit provisions do not apply to TCA divisions as outlined in the TCA Amended bylaws 06/2019.

## Section 4 Severable or Transferable Interest

No Division member shall have any severable or transferable interest in the Division, its assets or resources

## 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 Division’s 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 senate.

## Section 8 Division Disbursements

All expenses of a Division shall be paid for by TCA 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 Policies and Procedures

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

# Article IX: Contracts and Deposits

## 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 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 X : Amendments

## Section 1 Amendments

(suggestions below)

1. Amendments may be proposed by < i.e. Board of Directors/list all who can propose an amendment and whether they need a certain amount 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 Division official publication, to the voting members of the Division 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 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 XI : 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 <> Division, hereby certify that the foregoing Bylaws were adopted by the Division effective this \_\_\_ day of \_\_\_\_\_\_ in the year \_\_\_\_.

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

Secretary (PRINT)

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

Secretary (SIGNATURE)