

# TEXAS ASSOCIATION OF ADDICTION PROFESSIONALS

## BYLAWS

### ARTICLE 1 - NAME

The name of this association shall be the Texas Association of Addiction Professionals, with perpetual duration, and herein referred to as “the Association” or by the acronym “TAAP”.

### ARTICLE II - OBJECTIVES

TAAP is organized as a trade association under the United States Tax Code, Section 503c(6) as an association for professionals committed to professional development through:

- A. Legislative Advocacy: Our highest priority is advocacy for the prevention, intervention, and treatment of addiction. This goal is accomplished through prudent execution of personal and corporate advocacy efforts at local, state and national levels. The expertise, integrity, and commitment of our association management firm and the staff of our national affiliate lead advocacy efforts. Advocacy includes monitoring regulatory agencies at state and federal levels.
- B. Professional Growth Opportunities: To provide for our members the means to participate in discussions regarding prevention, intervention, and treatment efforts at the national and international level through affiliation with NAADAC, the National Association for Addiction Professionals, and with IC&RC, the International Certification and Reciprocity Consortium.
- C. Academic Growth Opportunities: To provide for our members up-to-date postings on the association website and through email listserves regarding opportunities for academic advancement. To network with faculty at academic institutions that offer coursework in addiction sciences to advocate for broader curriculum, distance learning, and advanced degrees in addiction sciences.
- D. Business Growth Opportunities: To promote expanded opportunities for our members to establish and maintain addiction-related businesses, such as private practice or continuing education provider by providing professional networking opportunities, technical assistance, and a web-based referral service.
- E. Peer Assistance: To provide a mentoring and support program for substance abuse counselors who live or work in the State of Texas. While assisting impaired professionals to recover and return to the profession is of paramount concern, support is also provided to counselor interns, those counselors who are isolated or who work in geographically remote areas, and for counselors who are in need of mentoring to elevate standards of practice to acceptable levels.
- F. Ethical Standards: To develop, maintain and enforce a Code of Ethics for our members that reflect the highest standards of conduct for our profession. To advocate with state and federal regulatory agencies for the inclusion of these standards in laws and regulations.

### ARTICLE III - MEMBERSHIP

#### *Section 1—Membership Categories*

##### *A. Professional Members*

Professional Members shall be those persons actively engaged in the field of prevention, intervention, and treatment of addiction. These members shall actively participate in the Association, have full voting rights, may serve on committees, and hold elective and appointive offices when qualified as set forth in these Bylaws. Professional Members not currently engaged as set forth above, may retain their Professional member status, provided they have been Professional Members of the Association for at least two years and continue to pay such dues as are required by this class of membership. If no local chapter is reasonably available, a Professional Member may participate as a member of the TAAP Virtual Chapter. If the member does not have reasonable access to the internet, that member may participate as a “Member-at-Large”.

##### *B. Student Members*

Student Members shall be those persons with an interest in prevention, intervention, and treatment of addiction, and the aims and purposes of the Association, and who are pursuing licensure or certification in the prevention, intervention, and treatment of addiction fields. Each Student Member may be affiliated with a local chapter.

*C. Associate Members*

Associate Members shall be individuals who are working towards qualification, licensure or certification in the addictions profession. Membership benefits are the same as a Professional member. Non-clinical professionals who wish to join NAADAC (e.g. probation officers, marketing representatives, public health workers, etc.) will also be eligible for membership as Associate members

*D. Honorary Members*

Honorary Membership may be granted to any individual or entity by the Board of Directors of the Association in recognition of outstanding service or special contributions to the counseling profession and/or the Association. Honorary Members shall not be required to pay annual dues.

*E. Retired Members*

Open to current members of the Association who are 65 years or older and have retired from the profession.

**Section 2 - Dues**

*A. Annual Dues*

Each class of membership shall pay to the NAADAC annual national and state dues in the amount decided upon at the Annual Membership Meeting. Dues may be billed and collected on a periodic basis during the fiscal year as determined by the Board of Directors.

*B. Dues Payments*

Annual dues shall be due and payable on or before the expiration date of the month joined. Member dues must be current before a member may vote on state business issues, elections and committee concerns. The Association Headquarters shall remit monthly to the local chapter that portion of membership dues designated for return to the local chapter treasury.

*C. National Affiliate Dues Payments*

When dues are paid directly to the National Affiliate, the National Affiliate will remit appropriate state dues to the Association Headquarters on a monthly basis.

*D. Dues Refund*

No dues shall be refunded to any member whose membership terminates for any reason.

*E. NAADAC Notification*

NAADAC shall be notified in writing, at least 60 days in advance of any change in dues.

**Section 3 – Resignation, Removal and or Termination of Membership**

Any member of the Association may resign by filing a written letter of resignation with the Association. Such resignation shall not relieve the resigning member from the obligation to pay any dues theretofore accrued and unpaid.

Members of any classification may be removed or terminated from membership for cause by a two-thirds vote of the Executive Committee of the Board of Directors of the Association. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint, and given a reasonable opportunity to offer a defense. If removed, such member may appeal from the decision of the Executive Committee to the Board of Directors of the Association, provided that notice of intent to appeal is provided to the Executive Committee, in writing, at least thirty (30) days in advance of the meeting of the Board of Directors at which such appeal is to be discussed. In the case of Organizational Members, the procedures for termination, disaffiliation, and revocation of charters shall be as prescribed by the Board of Directors.

#### ***Section 4 – Chapters***

Members within a city, community, or geographically centralized area who wish to form a chapter may do so. TAAP encourages local participation in the following manner:

- A. Chapters may apply for charter by submitting a set of bylaws that are in agreement with TAAP bylaws, and by submitting a roster of chapter officers to TAAP headquarters.
- B. The Board of Directors will ratify charters of new chapters at the next regularly scheduled meeting following receipt of necessary documentation at TAAP headquarters.
- C. To encourage chapter participation, TAAP will rebate annually a per capita portion of member dues in an amount to be approved by the Board of Directors.
- D. Chapters in good standing at such time as these bylaws are adopted are chartered.

### **ARTICLE IV - OFFICERS**

The Executive authority of the Association shall be vested in the elected officers, who comprise the Executive Committee.

#### ***Section 1 - Officers***

The officers of this Association shall be: President, President Elect, Secretary, Finance Officer, and Immediate Past President.

- A. The President Elect is the only officer elected by the general membership and shall serve for six years as follows: two years as President Elect; two years as President; and two years as Immediate Past President.
- B. The Secretary, and Finance Officer will be members of and elected by the Board of Directors of the Association. The nomination and election shall be held at the summer meeting or by mail ballot in the absence of a summer meeting.
- C. The Chair of the Texas Certification Board of Addiction Professionals will serve as an ex-officio officer of the Board of Directions of the Association.

#### ***Section 3 - Parliamentarian***

A professional Parliamentarian, with recommendation of the Executive Committee, may be retained by the Board of Directors. If no professional parliamentarian is retained, the president may appoint a volunteer parliamentarian with the approval of the Board of Directors.

#### ***Section 4 - Terms of Office***

Elected officers shall take office at the end of the first business meeting after the election results are announced and may only serve two terms consecutively, but are eligible to run again after a period of at least one (1) year off the Board. Except as specified in Section 1 of this Article, officers shall be elected for a three (3) year term.

#### ***Section 5 - Vacancies/Removal***

A. A vacancy in the office of President shall be filled by the President Elect for the remainder of that term, after which the President Elect shall serve his/her own elected term as President. A vacancy in the office of the President Elect shall be filled by the Immediate Past President for the remainder of the term only, after which the President Elect position shall be open for election. Any other vacancy in an elective or appointive office shall be filled by appointment by the President subject to approval by the Board of Directors at its next regular meeting.

B. Any officer may be removed from office for cause by a two-thirds (2/3) vote of the Directors present and voting at any Board of Directors meeting. Causes for removal are:

- 1) breach of the Code of Ethics;
- 2) conflicts of interest which are deemed by the Board of Directors to be detrimental to the Association;
- 3) failure to carry out the duties of office by reason of non-participation, and;
- 4) failure to disclose to or discuss with the Board of Directors any financial involvement an officer may have with funds of a local chapter or of the Association.

#### ***Section 6 - Absence of Officers***

A. If any person holding office in this Association is absent from regular meetings of the Executive Committee or of the Board of Directors after being duly notified on two consecutive occasions, or fails to perform the duties of office as prescribed by these Bylaws, said person's office shall be deemed vacant by recommendation of the Executive Committee and shall be filled as provided in Section 5A of this Article. A person whose office is vacated shall have the right to appeal this recommendation at the next regular meeting of the Board of Directors for final determination.

B. In the event an officer is unable to attend a regular meeting of the Executive Committee or of the Board of Directors, said officer shall notify the President directly or through Association Headquarters. The body from which the officer is absent, *i.e.*, the Executive Committee or the Board of Directors, may determine if said officer's absence is for cause. Any officer who fails to notify the President or Association Headquarters as prescribed herein shall be deemed to be absent without cause.

#### ***Section 7 - Compensation and Expenses***

No officer of the Association may receive any salary or compensation from the Association, but may be allowed reasonable and necessary expenses incurred in performing their duties.

- A. Expenses for elected or appointed officers of the Association shall be paid by the Association when authorized by the Board of Directors
- B. No officer of the Association, or first-degree relative by blood or marriage of an officer may be employed by the Association or enter into a contract with the Association for a period of two years following the officer's term of office.
- C. Previously budgeted out-of-state travel expenses for designated representatives to national or international affiliate meetings are deemed approved barring a fiscal emergency, in which case the President and Finance Officer may withhold funding for said travel provided that the emergency action is taken at least thirty days prior to scheduled departure.
- D. All other out-of-state travel shall be approved on a case-by-case basis by the President and Finance Officer in advance of travel departure.

#### ***Section 8 - Duties of Officers***

##### ***A. President***

The President shall:

- 1) preside at all meetings of the Association, the Executive Committee and the Board of Directors;
- 2) be an ex-officio member of all committees except the Nominations and Elections Committee;
- 3) subject to the approval of the Board of Directors, make all appointments of officers and committee chairs necessary to execute the business of the Association;
- 4) with the Finance Officer, approve out-of-state travel expenses on a case-by-case basis in advance of travel departure;
- 5) be required to give bond, the cost of the bond to be paid by the Association;
- 6.) represent the Association publicly and in daily affairs, and;

7.) perform such other duties as may be directed by the Board of Directors or the Executive Committee.

*B. President Elect*

The President Elect shall:

- 1) preside in the absence of the President;
- 2) assume the office of President after serving his/her term as President Elect, and;
- 3) perform such other duties as may be directed by the President, the Board of Directors or the Executive Committee.

*C. Immediate Past President*

The Immediate Past President shall preside at all meetings of the Board of Directors, the Executive Committee and the Association, in the absence of the President Elect, and shall assume the duties of that office in the event the President Elect is unable to act. He/she shall perform such other duties as may be directed by the President, the Board of Directors or the Executive Committee.

*D. Secretary*

The Secretary shall:

- 1) be responsible for taking minutes of all meetings of the Association, the Executive Committee and the Board of Directors;
- 2) supply written minutes thereof within 30 days of said meeting;
- 3) maintain current rosters of the officers of the Association, standing committees, ad hoc committees, and committee chairs;
- 4) oversee distribution of all notices as prescribed by these Bylaws, and;
- 5) perform such other duties as may be directed by the President, the Board of Directors or the Executive Committee.

*E. Finance Officer*

In collaboration with the Association Staff, The Finance Officer shall:

- 1) be Chair of the Finance Committee;
- 2) have charge of funds and disbursements of this Association, under the supervision of the Executive Committee and subject to approval of the Board of Directors. All checks of the Association shall be signed by the Finance Officer and/or President;
- 3) be required to give bond, the cost of the bond to be paid by the Association;
- 4) keep an itemized account of all moneys received and disbursed, including per capita dues or assessments from members, and make a report thereof with budget comparison at each Board of Directors meeting;
- 5) with the President, approve out-of-state travel expenses on a case-by-case basis in advance of travel departure, and;
- 6) perform such other duties as may be directed by the President, the Board of Directors or the Executive Committee, and;
- 7) conduct an annual review or facilitate an annual audit of Association financial records, in accordance with generally accepted accounting procedures.

*F. Parliamentarian*

The Parliamentarian shall:

- 1) be Chair of the Bylaws Committee;
- 2) interpret the Bylaws of the Association, and;
- 3) perform such other duties as may be directed by the President, the Board of Directors or the Executive Committee.

### ***Section 9 - Nomination and Election of Officers, Directors, and Certification Board Members***

- A. A Nominations & Election Committee shall be comprised of the Immediate Past President, the President Elect, and the Certification Board Chair and may include two other members appointed by the Chair of the committee.
- B. The committee shall solicit nominees from the general membership and select a prepared slate with one candidate per position.
- C. The committee shall prepare a slate of President Elect candidates, Board of Directors nominees and Certification Board nominees. This slate shall be presented at the General Membership Meeting in the first quarter of the year. At the general membership meeting any member present may nominate additional people for the ballot. The final ballot shall consist of all persons eligible and nominated by either the general membership or by the nominations committee.
- D. Within 30 days of the General Membership Meeting the final ballot shall be mailed to all members and posted to the TAAP website and they will have 30 days to return the ballot to TAAP headquarters or vote electronically.
- E. A majority of ballots of members postmarked by the due date shall elect.
- F. Officers shall take office at the first meeting following the annual election.

## **ARTICLE V - MEETINGS**

The ultimate authority for determination of Association policy and the election of officers shall be vested in the General Membership. Therefore, all meetings except meetings of the Ethics Committee and Executive Sessions of the Executive Committee are open meetings.

### ***Section 1 - General Membership***

- A. The General Membership meeting will occur in the first quarter of the calendar year. It may be held as a separate meeting, or in conjunction with the Legislative Conference, the Educational Conference, or with a regional conference sponsored by members of the Association and of sufficient size and recognition to be designated a major conference.
- B. A Town Hall meeting will occur at the Annual Conference. The format of the meeting will provide members the opportunity to bring to the floor and discuss any issue that impacts the Association, Certification Board or the profession. The meeting will be held prior to the Board of Directors Meeting.
- C. Members shall receive electronic notification of the General Membership and Town Hall meetings at least 60 days prior to each scheduled meeting. Upon request, members may receive notification via regular postal service.
- D. In the event a Bylaws change must be acted upon when time is of the essence, a mail ballot may be employed in lieu of a general membership meeting. Enactment of such a change will require an affirmative vote by two-thirds (2/3) of ballots received by the designated deadline.
- E. All members in good standing of the Association are eligible to vote on Bylaws and to elect the President Elect, Directors and Certification Board members..
- F. A quorum for any General Membership meeting shall be the members present.

## **ARTICLE VI - BOARD OF DIRECTORS**

The governing authority of this Association shall be vested in a Board of Directors representing the general membership.

### ***Section 1 - Governing Body***

The governing body of this Association shall be the Board of Directors who represent a diversity of alcoholism and other addiction programs, functions, geographical areas, ethnicity and gender. Such individuals may not be a member of the TCBAAP

- A. The Board shall consist of fifteen (15) Directors to be elected by mail-in ballot within 60 days of the general membership meeting.
- B. Directors are elected for a term of three (3) years and may serve two (2) consecutive terms.
- C. Terms shall be staggered so that five (5) Directors and vacancies are elected each year.
- D. **LIABILITY OF DIRECTORS.** A director shall have no individual liability for any claims or damages that may result from acts in the discharge of any duty imposed, or in the exercise of any power conferred, upon such director by the Association if such director acted in accordance with his or her good faith judgment of the best interests of the Association or, unless such director has knowledge or information concerning the matter in question that makes reliance unwarranted, if such director relied upon information, opinions, reports, or statements prepared or presented by (a) one or more officers or employees of the Association whom the director believes, in good faith, to be reliable and competent in the matters presented, (b) legal counsel, public accountants, or other persons as to matters the director believes, in good faith, are within the person's professional or expert competence, or (c) a committee of the Board of Directors of which such director is not a member if the director believes, in good faith, that the committee merits confidence.

### ***Section 2 - Authority***

The Board of Directors shall exercise such authority as may be exercised and performed by a non-profit organization under the laws of this State.

### ***Section 3 - Meetings***

The Board of Directors shall convene at least three (3) times each fiscal year.

- A. Electronic notice of time and place of all meetings shall be given to all members at least 30 days prior to each meeting.
- B. The first meeting will be held within 90 days following the general membership meeting.
- C. The agenda for this meeting shall include the time and place for the remaining meetings for the year and for the next general membership meeting.

### ***Section 4 - Special Meetings***

Special meetings may be called by or at the request of the President or a majority of the Board of Directors. The Secretary shall give Electronic notice of special meetings at least two (2) weeks prior to the meeting.

### ***Section 5 - Compensation and Expenses***

Directors of the Association shall not receive any salary or compensation from the Association, but may be allowed reasonable and necessary expenses incurred in performing duties assigned by the President or by the Board of Directors. The Association may pay such allowable expenses on a case-by-case basis when specifically authorized by the Board of Directors.

### ***Section 6 - Budget Approval***

The Board of Directors shall approve a provisional Annual Budget for the ensuing fiscal year in the last meeting prior to the end of the fiscal year. The Annual Budget shall be officially adopted at the first meeting of the Board of Directors in each fiscal year.

### ***Section 7 - Vacancies***

In the event of a vacancy in the position of Director, such vacancy shall be immediately filled by appointment by the President subject to approval by the Board of Directors at the next scheduled meeting. The appointment shall expire when the election of a replacement officer occurs.

### ***Section 8 - Voting Rights***

A. Directors, including members of the Executive Committee and President Elect, shall have the right to vote or make motions on any matters pending before the Board. The President shall vote only to cast the deciding ballot in the event of a tie vote. Directors shall maintain membership in good standing in order to retain the right to vote.

B. If a Director cannot be present at a meeting, he/she may select a proxy from the same geographic region to attend any one meeting and to enjoy the full privileges of Directorship for that meeting only.

- 1) The Director must submit a request for proxy in writing not later than the Call to Order of the meeting for which the proxy is requested;
- 2) the alternate is a Member in good standing, and;
- 3) the alternate may not be a member of the Certification Board or the President of the Association.

C. The duly credentialed Directors present shall constitute a quorum for the transaction of business at any Board of Directors meeting.

## **ARTICLE VII - EXECUTIVE COMMITTEE**

The Executive Committee shall coordinate the day-to-day affairs of the Association and make recommendations and suggestions to the General Membership and the Board of Directors. The membership, officers, duties and responsibilities shall be as outlined in the BOD approved operating policies and procedures.

### ***Section 1 - Committee Members***

The following elected and appointed officers of the Association shall constitute the Executive Committee;

- President
- Treasurer
- Secretary
- President Elect
- Immediate Past President
- Chairman of the Certification Board (ex-officio) see Article IX, section 4.E.1

### ***Section 2 - Authority***

The Executive Committee shall review and comment on the proposed Annual Budget prior to its presentation by the Finance Committee to the Board of Directors. The Executive Committee shall have authority to pay reasonable and necessary non-budgeted obligations, not exceeding an amount pre-approved by the Board of Directors, and to provisionally approve committee chair and other appointments made by the President, subject to final approval by the Board of Directors.

### ***Section 3 - Meetings***

The Executive Committee may meet separately and apart from all other boards and committees.

- A. The Executive Committee shall meet at least three (3) times annually, the meetings to coincide with and be held prior to scheduled Board of Director meetings.
- B. The Executive Committee may meet in closed Executive Session to consider matters of personnel, contract or real estate negotiations.
- C. Special meetings of the Executive Committee may be called by the President. Notice of special meetings, either written or oral, shall be given by the Secretary at least ten (10) days prior to the meeting.
- D. With three (3) days notice to all committee members, the Executive Committee may meet by teleconference to consider emergency matters.
- E. The President shall call such meetings of the Executive Committee as the business of the Association may require, or at the request of three (3) members of the Executive Committee.
- F. A majority of the Executive Committee shall constitute a quorum at any Executive Committee meeting.



## ARTICLE VIII - COMMITTEES

### *Section 1 - Standing Committees*

A. The Standing Committees of the Association shall be: Executive Committee, Bylaws, Professional Development; Credentials and Awards; Finance; Legislative; Membership/Public Relations; Advisory and Nominations and Elections. The chair of each standing committee shall be appointed by the President, subject to approval by the Board of Directors, except that the Chair of the Nominations and Elections Committee shall be the President Elect. All committee chairs must be Members of the Association except the Bylaws Committee Chair. The President shall be an ex-officio member of all committees except the Nominations and Elections Committee. Committee members shall be appointed by the committee chair and shall be representatives of the state's geographic diversity insofar as possible, and subject to approval by the President and the Board of Directors.

B. Any Standing Committee Chair, with the exception of the Finance Officer, who is absent from one meeting of the Board of Directors without cause, or who fails to perform his/her duties as prescribed by these Bylaws, may be removed from his/her position by the President who shall name a successor, subject to approval by the Board of Directors, and without prior notice of such action. An absentee Chair shall inform the President of inability to attend any meeting. The Board of Directors shall determine if the Chair's absence is for due cause. Any Chair who fails to notify the President as outlined above, except in cases of extreme emergency, shall be deemed absent without cause.

### *Section 2 - Duties of the Standing Committees*

#### *A. Bylaws Committee*

The Parliamentarian of the Association shall be the Chair of the Bylaws Committee. This committee shall compile and make recommendations of proposed Bylaws amendments to the Board of Directors and the General Membership Meeting. The Bylaws Committee shall consist of a minimum of three (3) and a maximum of five (5) Members.

#### *B. Professional/Product Development Committee*

The Professional Development/Product Committee in collaboration with the association staff shall have responsibility for implementing the General Membership Meeting seminars. Responsibilities shall include development of programs, speakers, site selection, and the good and welfare of TAAP attendees. Local chapters may make presentations to the committee to host future conferences. With review of local chapter presentations and deliberation by the committee, the Professional Development Committee shall recommend future sites to the Board of Directors. Site selections for future General Membership Meetings shall be made by the Board of Directors. The Professional Development Committee shall consist of a minimum of five (5) and a maximum of seven (7) Members.

#### *C. Credentials and Awards Committee*

The Credentials and Awards Committee shall: be responsible for developing, soliciting and selecting awards; submitting and promoting Association members for awards or recognition at national or regional levels and with other agencies or associations; reviewing the credentials and officer lists of each local chapter prior to the meeting of the General Membership Meeting; and credentialing members of the Annual Membership Meeting. The Credentials and Awards Committee shall consist of a minimum of three (3) and a maximum of five (5) Members.

#### *D. Finance Committee*

The Finance Officer of this Association shall be the Chair of the Finance Committee. This committee shall:

1. Recommend the policies governing the fiscal operation of the Association throughout the fiscal year, which shall commence on January 1 and end on December 31, both dates inclusive;
2. Recommend to the Board of Directors at the regular meeting held closest to the end of the third quarter of the fiscal year as to the extent of the annual financial review or audit

3. Consist of a minimum of three (3) and a maximum of five (5) Members. The Chair of the Certification Board (TCBAP) shall serve as an ex-officio member of the Finance Committee.

#### *E. Legislative Committee*

The Legislative Committee shall recommend changes regarding legislative and governmental issues and positions related to the promotion and advancement of the purposes of the profession and the Association. Recommendations shall be made to the Executive Committee for actions and promotional activities designed to promote legislative initiatives. The Legislative Committee shall actively promote Association positions and disseminate information to legislative and other governmental bodies. The Legislative Committee shall be accountable to the Board of Directors on positions and actions taken by the legislative committee. The Legislative Committee shall consist of a minimum of five (5) members and shall have no maximum number of members.

#### *F. Membership/Public Relations Committee*

The Membership/Public Relations Committee shall be responsible for developing and implementing programs for the benefit of the Association members. The Membership/Public Relations Committee shall promote programs to attract new members and maintain current membership. The Membership/Public Relations Committee shall act as a liaison between the General Membership, the Association Headquarters and other bodies of the Association. The Membership/Public Relations Committee shall consist of a minimum of three (3) and a maximum of seven (7) members.

#### *G. Advisory Committee*

The Advisory Committee shall consist of members appointed by the President to assist the Board in conducting the business of the association. Advisory committee members have no vote on the board; however, have unique talents and experience to enhance the expertise of the board. The Advisory Committee shall have no more than five (5) members.

#### *H. Nominations and Elections Committee*

The Nominations and Elections Committee shall perform the duties as described in Article IV, Section 9. The Nominations and Elections Committee shall consist of five (5) Members. It shall be the responsibility of the nominations committee to ensure geographic diversity on the Board of Directors based on availability of qualified candidates.

#### ***Section 3 - Ethics Appeals Committee***

The Ethics Appeals Committee shall consist of the President, President Elect, Immediate Past President, the Secretary and the Finance Officer. Findings/actions of the Ethics Committee and/or the Certification Board may be appealed to the Ethics Appeals Committee. Decisions of the Ethics Appeals Committee shall be final.

#### ***Section 4 - Ad Hoc Committees***

Ad hoc committees may be established and appointed by the President subject to the approval of the Board of Directors at its next regular meeting. Ad hoc committees shall have a term of no more than two (2) years. Any ad hoc committee that needs to continue more than 2 years must be re-authorized by the Board of Directors and the Chair must be re-appointed by the President of the Association. No committee shall exceed seven (7) members.

#### ***Section 5 - Quorum***

A majority of the members of any Association committee or sub-committee constitutes a quorum for the transaction of business.

### **ARTICLE IX - THE CERTIFICATION BOARD**

The Texas Certification Board of Addiction Professionals is an autonomous body within its assigned functions as outlined in Section 2 of this article under the general authorization of the Texas Association of Addiction Professionals.

#### ***Section 1 - Name***

February 19, 2013

The name of the Certification Board shall be the Texas Certification Board of Addiction Professionals, and herein referred to as “the Certification Board” and/or the acronym “TCBAP”.

### ***Section 2 - Objectives***

The Certification Board shall:

- A. administer the certification system;
- B. participate in the administration and enforcement of the Professional Code of Ethics;
- C. periodically review the Standards of Examination and revise where appropriate;
- D. set testing, certification and designation fees at a rate to remain fiscally sound;
- E. annually recommend a budget for the Certification Board to the Finance Committee and to the Board of Directors. Such recommendation shall be made in a timely manner in order to facilitate performance under Article VIII, § 2D2) and 3);
- F. negotiate for recognition of certification and reciprocity agreements with other certifying associations, agencies, boards and professional organizations, and;
- G. contract with other agencies, organizations or entities for services or goods, with the approval of the Board of Directors.

### ***Section 3 - Membership***

The Board shall be composed of nine (9) individuals who represent a diversity of alcoholism and other addiction programs, functions, geographical areas, ethnicity and gender. The transition from the current number of 11 to 9 will occur through the attrition of current board members who are going off of the board and are not eligible for or choose not to run for re-election. Such individuals may not be a member of the Executive Committee or the Board of Directors. Board members shall be certified and Members of the Association.

#### **A. Elections:**

- 1) Any member may submit to the Nominations and Elections Committee, at least 60 days prior to every General Membership Meeting, one (1) nominee for the Certification Board. Members, who fail to submit nominations in advance, have the right to nominate from the floor prior to the final ballot adoption.
- 2) Mail-in or electronic ballots shall elect new members to the Certification Board to fill the expiring terms of members.
- 3) The Nominations and Elections Committee shall prepare a ballot of nominees for the Certification Board in the manner prescribed in Article IV, §9A1)-3). In addition, the committee shall include the qualifications (not more than 100 words) of each nominee to the Certification Board on the slate.
- 4) Each Certification Board vacancy will be voted on separately, with elections to fill full terms held first. The nominee receiving the most votes shall be elected.

#### **B. Terms:**

- 1) The term of office shall be three (3) years.
- 2) The new members of this Board shall begin their terms at the first meeting following the annual election.
- 3) Certification Board Members shall be eligible for only two terms of consecutive service. No person shall serve on the Certification Board more than six (6) consecutive years.

C. Vacancies:

A vacancy on the Certification Board shall be filled by Chairman of the Certification Board with the approval of the current board members by vote.

D. Ex-officio Members:

The President, immediate Past and the Finance Officer of the Association shall be ex-officio members of the Certification Board and all committees thereof. They shall not vote on any matter, nor be counted for purposes of a quorum. Neither the President nor the Finance Officer shall attend hearings or discussions on any individual's ethics violations, except for Ethics Appeals. (Refer to Article VIII - Section 3).

**Section 4 - Officers**

A. Names: The officers of the Certification Board shall be the Chair, the Vice-Chair, and the Secretary.

B. Elections: Officers shall be members of the Certification Board and elected by members of the Certification Board at the first meeting after the general membership meeting.

C. Terms: Officers shall take office immediately upon election and serve a term of one year or until the next regularly scheduled election.

D. Vacancies: Vacancies in offices shall be filled from the membership of the Certification Board in a special election. Voting may be by mail ballot, electronic mail, conference call, or by vote at any regularly scheduled Certification Board meeting.

E. Duties of Officers:

1) The Chair shall be an ex-officio member of the Executive and Finance Committees of the Association. In addition, the Chair shall:

- a) preside over meetings of the Certification Board;
- b) appoint standing committee chairs and ad hoc committee chairs of the Certification Board, and;
- c) submit the Certification Board annual budget to the Finance Committee Chair.

2) The Vice-Chair shall:

- a) preside over meetings of the Certification Board in the absence of the Chair, and;
- b) perform such other duties as may be directed by the Chair or by the Certification Board.

3) The Secretary shall:

- a) be responsible for taking minutes of Certification Board meetings;
- b) supply written minutes thereof within 30 days following said meeting;
- c) oversee distribution of notices as prescribed in Section 5 of this Article, and;
- d) perform such other duties as may be directed by the Chair or by the Certification Board.

**Section 5 - Meetings**

A. The Certification Board shall establish a meeting schedule for the coming year at its first meeting following the General Membership Meeting.

B. Thirty (30) days notice shall be given to all Certification Board members prior to scheduled meetings, which may include teleconferences, except for the first meeting of the Certification Board, which follows the elections at the General Membership Meeting.

C. Teleconference meetings of the Certification Board may be convened by the Chair to consider emergency matters with three (3) days notice to all members.

D. In lieu of scheduled or called meetings, mail ballots may be used to vote on specific recommendations from committees.

### **Section 6 - Committees**

#### **A. Ethics Committee**

The Chair of the Certification Board shall appoint one (1) Certification Board member to serve as the Ethics Committee Chair who shall appoint at least two (2) other Certification Board members to serve on this committee with the approval of the Certification Board. All matters of ethical violation and misconduct shall be referred to the Ethics Committee, which shall investigate any allegations or charges against any member of the Association and/or certified individual. After appropriate study and necessary hearings assuring due process, the committee shall make its recommendations to the Certification Board for review and disposition. A written copy of the Code of Ethics and policies and procedures for grievance, complaints and hearings shall be made available to all members and to any other person requesting them.

#### **B. Standards Committee**

The Chair of the Certification Board shall appoint one (1) Certification Board member to serve as the Standards Committee Chair who shall appoint up to five (5) Members of the Association to serve on the Standards Committee. The appointments shall be with the approval of the Certification Board. The Standards Committee shall:

- 1) disseminate information which promotes professional proficiency;
- 2) evaluate and endorse competent and comprehensive substance abuse prevention and treatment training and education programs, and;
- 3) to endeavor, through Association approved in-service training and education programs, to raise standards of performance and increase the competency of persons engaged in the field of alcoholism and other addiction and related counseling. All actions shall be subject to the approval of the Certification Board.

#### **C. Ad Hoc Committees**

The Chair of the Certification Board may appoint such committees as may be deemed necessary by the Certification Board. No committee shall exceed seven (7) members.

### **Section 7 - Quorum**

A minimum of five (5) Certification Board members must be present in order to conduct Certification Board business. No change in the certification standards may be made unless a majority of the members of the Certification Board ( five members) vote in the affirmative. All committees shall have a majority of members present in order to conduct business.

## **ARTICLE X - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the proceedings of the Association in all cases in which they are not inconsistent with these bylaws.

## **ARTICLE XI - AMENDMENTS**

Amendments to these Bylaws shall be made by a vote of two-thirds of members present and voting at the General Membership Meeting, Town Hall Meeting or Special Membership Meetings. Proposed amendments shall be transmitted electronically to Association members at least sixty (60) days prior to any vote of adoption for amendments.

**ARTICLE XII – INDEMNIFICATION**

**A. Good Faith Action** - The Association shall be authorized to indemnify each of its directors and officers from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney’s fees, actually and necessarily incurred or imposed as a result of any action or proceeding or any appeal therein, imposed upon or inserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made that such director or officer (1) acted in good faith, (2) believes (i) in the case of conduct in his or her official capacity with the Association, that his or her conduct was in the best interests of the Association, and (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Association, and (3) in the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. Such determination shall be made either judiciously or by the Board of Directors of the Association acting by a quorum consisting of directors who are not parties to such action or proceeding or, if a quorum of the Board of Directors is not obtainable, by independent legal counsel. If the foregoing determination is to be made by the Board of Directors, the Board of Directors may rely, as to all questions of law, on the advice of independent legal counsel.

**B. Inclusion** - Every reference herein to a member of the Board of Directors or officer of the Association shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Association might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

**ARTICLE XII - DISSOLUTION CLAUSE**

The assets of the Association in the process of dissolution shall be applied and distributed as follows:

- A. All liabilities and obligations of the Association shall be paid and discharged; in case its property and assets are not sufficient to satisfy or discharge all the Association's liabilities and obligations, the Association shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations.
- B. Assets held by the Association upon condition requiring return, transfer or conveyance, which occurs by reason of a dissolution, shall be returned, transferred or conveyed in accordance with the individual requirement of these assets.
- C. Assets received and held by the Association, subject to limitation, permitting their use only for eleemosynary, benevolent, education or similar purposes but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, together with any income earned thereon, shall be transferred, conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the Association, which would then qualify under the provisions of Section 501 (c) (6) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be so amended.

TAAP Bylaws were originally adopted by a vote of TAAC members at the first State Conference, December 7, 1974, Austin, Texas. These bylaws reflect a complete re-drafting and revision to be presented at the June 2004 conference in Corpus Christi Texas.

Amended and adopted this date:



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Matt Feehery  
Board President