

**HOUSTON CHAPTER
TEXAS ASSOCIATION OF ADDICTION PROFESSIONALS**

BYLAWS – 2022 FOR REVIEW BY EXEC BOARD OF HOUSTON CHAPTER TAAP

ARTICLE 1 - NAME

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

ARTICLE II – MISSION

Mission Statement: It is the purpose of the Houston Chapter of TAAP to uphold the mission statement of the State organization in our local area. The Texas Association of Addiction Professionals (TAAP) is the state affiliate of NAADAC, the National Association for Addiction Professionals. TAAP seeks to promote the advancement of Addiction Professionals by uniting addiction, prevention, intervention, counseling, and recovery support professionals throughout Texas. United, we have a voice in critical matters relating to our profession, as well as those we serve. Through legislative initiatives, promotional campaigns, continuing education, and professional networking opportunities, TAAP promotes awareness of substance use disorder issues and process addictions in Texas. We advocate for standards for licensure and certification of qualified counselors, prevention specialists, and recovery support specialists to ensure the competency basis of those who provide addiction recovery related services.

TAAP is organized as a trade association under the United States Tax Code, Section 501c (6) as an association for professionals committed to professional development through:

ARTICLE III – Objectives

United within area, we are able to enhance our capability as professionals in the addiction field at the local and regional level. Through a united effort and collaboration, we are able to be efficient in legislative arenas, can work in partnership with state and federal agencies that regulate our industry, and we can provide the professional support needed within our industry as it serves our regional population.

- 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 local, 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 local, state, national and international level through affiliation with our State Organization TAAP, 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 regarding opportunities for academic advancement. To network with faculty at academic institutions that offer coursework in addiction & recovery sciences to advocate for broader curriculum, distance learning, and advanced degrees in addiction & recovery practices.
- 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 provision by providing professional networking opportunities, technical assistance, and other professional support.

E. Peer Assistance: To provide a mentoring and support program for addiction and recovery professionals 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, educate, maintain, and enforce a Code of Ethics for our members that reflect the highest standards of conduct for our profession, and to advocate with state and federal regulatory agencies for the inclusion of these standards in laws and regulations.

G. To affiliate with State TAAP and NAADAC, The National Association of Addiction Professionals and other addiction and recovery related counselors and counselor associations in the state of Texas and beyond.

ARTICLE III – MEMBERSHIP

Membership is open to all addiction-or-recovery focused professionals through five different membership categories: professional, associate, peer recovery support specialist, student, and retired.

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.

B. Peer Recovery Support Specialists

Peer Recovery Support Specialists Members shall be those persons who are credentialed/licensed/certified/registered peer recovery support specialists or recovery coaches.

C. 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 in addiction fields.

D. Associate Members

Associate Members shall be individuals who are working towards qualification, licensure or certification in the addiction's 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

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 chapter business issues, elections, and committee concerns. The State Association Headquarters shall remit monthly to the Houston 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 and the State Affiliate will remit appropriate local dues in a timely manner to the local chapter.

D. Dues Refund

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

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.

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 elected 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 Huson Chapter Association. The nomination and election shall be held at the summer meeting.
- C. Only Two Members from the same employer or family may be represented on the Board of Directors. Exceptions may be made with 2/3 board approval.

Section 2- 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 3 - Terms of Office

Elected officers shall take office at the end of the first business meeting after the election results are announced. Elected Officers may only serve two terms consecutively but are eligible to run again after a period of at least one (1) year off the Board.

Elected Officers' terms are three years, except for President Elect, per Section 1 of this Article

Section 4 - Vacancies/Removal

- A. A vacancy in the office of President shall be filled by the President Elect for the remainders 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.
- B. Any other vacancy in an elective or appointive office may be filled by appointment by the President subject to approval by the Board of Directors at its next regular meeting, or via electronic communication
- C. Any officer may be removed from office for cause by 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, or;
 - 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 5 - 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. 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 Director that officer shall notify the President directly. 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 shall be deemed to be absent without cause.

Section 6 - 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. Out-of-state travel shall be approved on a case-by-case basis by the President and Finance Officer and approved by the board in advance of travel departure.
- D. Previously budgeted out of state travel expenses for designated representatives to national 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.

Section 7 - 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; with board approval.
- 5) Be required to give bond, the cost of the bond to be paid by t 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 their 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

In the absence of the President and the President-Elect, the Immediate Past President shall preside at all meetings of the

Board of Directors, the Executive Committee and the Association, and shall assume the duties of President-Elect in the event the President Elect is unable to act. They 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) Provide full and complete minutes of each General Membership and Board Meeting to the Board of Directors within 14 days of each meeting, either electronically or by mail. Minutes are to be approved and/or approved with corrections at the next meeting scheduled.
- 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 check requests of the Association shall be approved in writing by the Finance Officer and/or President; and issued by our finance association representative.
- 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, , and make a report thereof with budget comparison at each Board of Directors meeting;
- 5) With the President, and board of directors 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.
- 4) In the absence of a Parliamentarian, the President may appoint an appropriate member to fill the role for a specific purpose or meeting, for a specific period of time.

Section 8 - Nomination and Election of Officers and Board of Directors

- A. Nominations & Election Committee shall be comprised of the Immediate Past President, the President Elect, and two other chapter members appointed by the Chair of the committee and approved by the board of directors.
- 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 and Board of Directors nominees. This slate shall be presented to the General Membership via email in the first quarter of the year. Any member may present and nominate additional people for the ballot by submitting names, bios and contact information to the committee within 30 days of presentation of the slate to the General Membership. Nominees must be members of TAAP. The final ballot shall consist of all persons eligible and nominated by either the general membership or by the nominations committee.
- D. The final ballot shall be mailed to and or emailed to all members and posted to the Houston Chapter TAAP Website and they will have 30 days to return the ballot to Houston Chapter 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. Members shall receive electronic notification of the General Membership and Town Hall meetings at least 14 days prior to each scheduled meeting. Upon request, members may receive notification via regular postal service.
- B. In the event a Bylaws change must be acted upon when time is of the essence, a mail or electronic 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.
- C. 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.
- D. 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 represents a diversity of alcoholism and other addiction programs, functions, ethnicity, and gender. Such individuals may not be an employee/member of a state agency or employee/member of a regulatory agency or any individual that the board of directors, by a vote of 2/3 deems to represent a conflict of interest.

- A. The Board shall consist of nine (9) Directors to be elected by electronic ballot within 30 days of the presentation of the ballot to the general membership.
- 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, c 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, unless such director has knowledge or information concerning the matter in question that makes reliance unwarranted.

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 monthly or as determined by th Board of Directors.

- A. Electronic notice of time and place of all meetings shall be given to all members at least 14 days but no longer than 30 days prior to each meeting.
- B. The agenda for this meeting shall be prepared by the President and include the time and place for the meetings and for the next general membership meeting.
- C. A general membership meeting will be held at the Spectrum Conference.

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. Electronic notice of special meetings shall be completed at least two (2) weeks prior to the special meeting.

Section 5 - 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 within the first quarter at the meeting of the Board of Directors in each fiscal year.

Section 6 - 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 Houston Chapter General Membership 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 Director's 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 and officer's duties and responsibilities shall be as outlined in the BOD approved operating policies and procedures.

Section 1 – Executive Board Members

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

- President
- Finance Officer
- Secretary
- President Elect
- Immediate Past President

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 may meet monthly or as determined by the EC 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 as determined by the President or any member of the EC.
- 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 – STANDING COMMITTEES OTHER THAN EXECUTIVE COMMITTEE

Section 1 - Standing Committees

- The Standing Committees of the Association shall be:

- Executive Committee
- Bylaws
- Professional Development
- Credentials and Awards
- Finance
- Advocacy/ Legislative
- Membership/Public Relations
- Advisory
- Nominations and Elections.

The chair of each standing committee shall be appointed by the President, subject to approval by the Board of Directors. The exception, 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 subject to approval by the Board of Directors.

Any Standing Committee Chair, with the exception of the Finance Officer, who is absent from two meetings 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. The President shall then name a successor, subject to approval by the Board of Directors. 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 two (2) And a maximum of five (5) Members.

B. Professional Development Committee

The Professional Development/Product Committee 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. The Professional Development Committee shall consist of a minimum of three (3) and a maximum of seven (7) Member or as determined by the board of directors. In the absence of a formal committee, the President may appoint a member in good standing, including a Board Member, to be responsible for the above duties.

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. In the absence of a formal committee, the President may appoint a member in good standing, including a Board Member, to be responsible for the above duties.

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. The Finance Committee shall consist of a minimum of three (2) and a maximum of seven (3) Members, including the Finance officer, or as determined by the board of directors

E. Advocacy Committee

The Advocacy 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 Advocacy Committee shall actively promote Association positions and disseminate information to legislative and other governmental bodies. The Advocacy Committee shall be accountable to the Board of Directors on positions and actions taken by the legislative committee. The Advocacy Committee shall consist of a minimum of three (3) 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 two (2) members.

G. Advisory Committee

The Advisory Committee shall consist of TAAP 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 three (3) members.

H. Nominations and Elections Committee

The Nominations and Elections Committee shall perform the duties as described in Article IV, Section 7. The Nominations and Elections Committee shall consist of two to five (2 -5) Members. It shall be the responsibility of the nominations committee to ensure diversity on the Board of Directors based on availability of qualified candidates.

H - 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 specific purpose and 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.

I – Committee Quorum

A majority of the members of any Association committee constitutes a quorum for the transaction of 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 – Changes to Bylaws

Amendments or proposed changes to these Bylaws shall be made by a vote of two-thirds of members present and voting at a General Membership Meeting, Town Hall Meeting or Special Membership Meetings. Proposed amendments or changes shall be transmitted electronically to Association members at least thirty (30) but no longer than sixty (60) days prior to any vote of adoption. 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 a director or officer 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 judicially 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 retaining 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 retained independent legal counsel.

B. Inclusion - Every reference in Article XII 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 XIII - 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 charitable, 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 electronic vote of Houston Chapter TAAP members on July 1, 2015 and amended in August 2022 by Chapter vote.