

Texas Association of Addiction Professionals ORGANIZATIONAL BYLAWS

Revised and **adopted** on January 10, 2026
by the
Texas Association of Addiction Professionals
Board of Directors

ARTICLE I: PRINCIPAL OFFICE AND REGISTERED AGENT

A. **AFFILIATE NAME:** The Board of Directors shall register and continuously maintain the name "Texas Association of Addiction Professionals" (hereinafter "TAAP") as a non-profit corporation incorporated under the laws of the State of Texas, pursuant to all applicable State and Federal laws and statutes, and shall continuously maintain a copy of the Articles of Incorporation in the TAAP office.

B. **TAX STATUS:** The Board of Directors shall obtain and continuously maintain 501(c)-6 status for TAAP, pursuant to all State and Federal laws and statutes, and will continuously maintain copies of all relevant documents in the TAAP office.

C. **AFFILIATION STATUS:** The TAAP Board of Directors may obtain and continuously maintain membership as a state affiliate of a National Association and pay required dues from its treasury annually.

Revised and **modified** April 9, 2026 by the
Texas Association of Addiction Professionals
By Laws Committee

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B. **TAX STATUS:** The Board of Directors shall obtain and continuously maintain 501(c)-6 status for TAAP, pursuant to all State and Federal laws and statutes, and will continuously maintain copies of all relevant documents in the TAAP office.

C. **AFFILIATION STATUS:** The TAAP Board of Directors is responsible to ensure that TAAP and its National Affiliate shall comply with agreed upon terms.

If the National Affiliate is not in compliance with agreed upon terms the TAAP board may recommend to TAAP members to disaffiliate from the National Affiliate.

If the Board votes to recommend disaffiliation it will require 2/3 of voting members approval present voting by any electronic means.

The Board will be responsible to recommend an alternative National Affiliation for the members to vote on which will also require 2/3 of voting members approval present voting by any electronic means.

Proposed affiliation or disaffiliation shall be transmitted electronically to Association

D. REGISTERED OFFICE: TAAP shall continuously maintain a registered office in Lakeway, Texas. The Board of Directors may designate other offices at any suitable location(s) within Texas.

E. REGISTERED AGENT: TAAP shall continuously maintain in Texas a registered agent who shall be either:
1. A professional limited liability company or 501c-(6) registered entity as required by Texas Statute, the business office of which is identical to the registered office.

F. FIDUCIARY RESPONSIBILITY: Neither TAAP as an organization, its Board of Directors, nor any officer or member shall perform or authorize any action that could result in the elimination of TAAP's tax-exempt or corporate status or any state or national affiliation agreement unless the membership specifically amends the Bylaws to allow such an action.

ARTICLE II: MISSION AND PURPOSES
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 Legislative Advocacy, Professional Growth and Certification through IC&RC, the International Certification and Reciprocity Consortium.

A. TAAP's mission is to advocate for competent substance use disorder prevention, counselor, peer support and behavioral professionals and the services they provide.

B. The purposes of TAAP shall be to:
1. Promote and encourage the organization of substance use disorder prevention professionals, counselors, peer support specialist and behavioral professionals Texas;

2. Foster public awareness of substance use disorders as preventable and treatable disorders;

members at least thirty (30) days prior to any vote of adoption for amendments.

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B. The purposes of TAAP shall be to:
1. Promote and encourage the organization of substance use disorder prevention professionals, counselors, peer support specialist and behavioral professionals Texas;

2. Foster public awareness of substance use disorders as preventable and treatable disorders;

3. Promote and advocate for legal and medical reforms in the prevention and treatment of substance use and behavioral health disorders ;
4. Advance the science of the prevention and treatment of substance use and behavioral health disorders;
5. Elevate and maintain the standards for certification/registration required to prevent, intervene and treat people with substance use and behavioral health disorders;
6. Elevate and maintain the standards of ethical and professional conduct in the provision of preventing and treating substance use and behavioral health disorders and recovery support services;
7. Elevate and maintain the standards of dignity, honor, and integrity of substance use disorder prevention, treatment and peer support service providers;
8. Conduct state conferences, regional seminars, and educational programs to increase the competence and knowledge of TAAP members, behavioral health members allied health professionals, and the general public;
9. Represent the appropriate role of substance use disorder prevention, intervention, harm reduction, treatment, behavioral health professionals, and peer support services at local and state levels;
10. Engage in other related activities as necessary or desirable to fulfill the purposes and objectives of TAAP.

ARTICLE III - MEMBERSHIP

A. TAAP Membership shall be available to individual prevention, intervention, harm reduction, treatment professionals, peer support specialists, educators, allied health professionals, and other interested individuals, organizations, corporations, firms, agencies, and others interested in advancing the purposes and objectives of TAAP.

B. Members may be affiliated with a local chapter or request to join another chapter if none are available in their area.

3. Promote and advocate for legal and medical reforms in the prevention and treatment of substance use and behavioral health disorders ;
4. Advance the science of the prevention and treatment of substance use and behavioral health disorders;
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B. Members will be affiliated with a local chapter or request to join another chapter if none are available in their area.

C. Members may choose to join as state-level members only, or they may join as both state and national members to receive the corresponding benefits.

D. MEMBERSHIP CATEGORIES: Qualifying individuals or organizations shall be admitted to one of the following membership categories:

1. **Professional Membership** shall be open to individuals who are licensed, certified, or registered in Texas and engaged in professional counseling of people with substance use and/or behavioral health disorders, Certified Prevention Specialists, educators of addiction and human service professionals, and allied health professionals who are interested in addictions and other TCB certified professionals. 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 outlined 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.

2. **Student Membership** shall be open to individuals who are working toward becoming licensed, certified, or registered behavioral professionals including those on track to become certified prevention professionals.

3. **Associate Membership shall** be open to individuals who are: a. Non-clinical professionals who wish to join TAAP (*e.g., probation officers, doctors, nurses, marketing representatives, public health workers, or others interested in the addiction profession*) with no time limit on membership.

4. **Honorary Membership** may be granted to any individual or organization by the TAAP Board of Directors of the Association in recognition of outstanding service or special contributions to the addiction profession, peer recovery support, and/or TAAP. a. Current TAAP members who have served on the Board of Directors, chaired any standing committee with time and/or distinction, or been selected as Counselor of the Year, and have a minimum of 15 years in the Addiction and Prevention Profession.

C. Members may join directly through TAAP to become a member of TAAP and the National Affiliate or they may join at the National Affiliate web site.

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b. Any other individual, organization, agency, or program that is a current member and has aided or served TAAP with time and/or distinction.

c. Non-members who have contributed significantly to the formation, development, and/or advancement of TAAP or the Addictions Profession in Texas.

d. Honorary Membership status shall be granted upon nomination by a TAAP Board Member or Officer and upon a 2/3 majority vote of the Board of Directors.

5. Retired Membership shall be open to TAAP members who have retired from the addiction profession or recovery support and no longer work in the profession. Current members of the Association who are 65 years or older and have retired from the profession. Membership benefits are the same as those of a professional membership.

6. Peer Recovery Membership shall be open to individuals certified as a Peer Recovery Support Specialist (PRSS), Mental Health Peer Specialists (MHPS), and Recovery Support Peer Specialist (RSPS).

7. Military Membership shall be open to Active-Duty U.S. Military, Guard, and Reserves, Military Veterans, spouses of Active-Duty and Veteran servicemen and women. Military will receive at 25% discount on membership.

8. Organizational Membership shall be open to any agency, corporation, or organization that provides prevention, treatment, training, or support for the substance use disorder or behavioral health profession or is concerned with and supports the purposes and objectives of TAAP.

a. Organizational Membership dues shall be based on the size of the organization.

E. MEMBERSHIP DUES: Each class of membership shall pay TAAP annual dues in the amount decided upon at the Annual Membership Meeting. State dues will include a portion payable to the local chapter in good standing.

1. Dues Payments - Annual dues are due and payable on or before the expiration date of the month in which the member joins.

b. Any other individual, organization, agency, or program that is a current member and has aided or served TAAP with time and/or distinction.

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1. Dues Payments - Annual dues are due and payable on or before the expiration date of the month in which the member joins.

Member dues must be current before a member may vote on state business issues, elections, committee concerns, and hold office.

The Association Headquarters shall remit monthly to the local chapter in good standing the portion of membership dues designated for return to the local chapter treasury.

2. National Affiliate Dues Payments - TAAP will be responsible for paying national affiliate dues annually.

3. Dues Refund - No dues shall be refunded to any member whose membership terminates for any reason.

MEMBERSHIP APPLICATION: All individuals and entities who desire to become members of TAAP shall complete and submit the application form directly to TAAP.

All applications must be accompanied by the prescribed dues for the appropriate membership category specified on the application, which may also include National Affiliate membership.

F. METHOD OF PAYMENT: Annual dues shall be paid directly to TAAP as follows: 1. Organizational Members shall remit their dues based on the effective date of their affiliation.

2. All other Members shall remit their annual dues based on the effective date of their membership.

G. VOTING PRIVILEGES:

1. Each dues-current TAAP member in good standing shall be entitled to one vote in all TAAP elections for the offices of President-Elect. The Treasurer and Secretary are appointed by the President and approved by the board.

2. Each dues-current TAAP member in good standing shall be entitled to one vote on all matters that the Articles of Incorporation or these Bylaws require or allow to be acted upon by the membership.

3. Each dues-current Organizational member shall be entitled to one vote for the election of the Delegate representing the Organizational members on the Board of Directors in accordance with this Article of these Bylaws.

H. REPRESENTATION OF MEMBERSHIP:

All dues-current TAAP members in good standing shall have the right to identify and represent themselves as members of TAAP

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and the current national affiliate and to display any insignia that TAAP and current national affiliate have designated for the use and identification of members.

I. REVOCATION OR TERMINATION OF MEMBERSHIP: Membership in any category may be revoked or terminated for cause upon action by the Ethics Committee in response to a valid complaint duly filed and adjudicated according to established procedures.

1. Appeal of a decision to revoke or terminate membership by the Ethics Committee may be made to the Executive Committee/Board of Directors by mailing notice of intent to appeal to the Board President according to the procedures established for appeals.
2. Procedures for termination of Organizational Members shall be developed and maintained by the Board of Directors.

J. REINSTATEMENT: Any individual or organization whose membership has been terminated for failing to remit their annual dues may reapply for membership pursuant to the provisions of Article III, section E of these Bylaws.

K. RESIGNATION: A TAAP member may resign at any time by providing the Board President/Board of Directors with written notice of resignation.

1. All resignations become effective on the date the Board President receives the notice unless the Board President accepts a later effective date.
2. Resignation shall not relieve the resigning member from the obligation to pay any previously accrued and unpaid dues.

L. REFUNDS: No dues shall be refunded to any individual who resigns or whose membership is revoked or terminated for any reason.

M. EFFECT OF MEMBERSHIP: When a new individual is admitted as a member of TAAP, the individual may choose to become a member of the national affiliate.

N. 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:

1. Chapters may apply for charter by submitting a set of bylaws that are in agreement with TAAP bylaws and submitting

standing shall have the right to identify and represent themselves as members of TAAP and the current national affiliate and to display any insignia that TAAP and current national affiliate have designated for the use and identification of members.

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a roster of chapter officers to TAAP headquarters.

2. After receiving the necessary documentation at TAAP headquarters, the Board of Directors will ratify the charters of new chapters at the next regularly scheduled Board Meeting.

3. Chapters in good standing at such time as these bylaws are adopted are chartered.

4. To remain in good standing each chapter shall report to the TAAP management office annually their appropriate state and national tax status to be considered in good standing and receive their portion of the membership dues.

ARTICLE IV - OFFICERS

A. OFFICERS: The Officers of TAAP shall consist of a President, a President-Elect, an Immediate Past President, a Secretary, and a Treasurer, and may include other officers the Board of Directors deems necessary.

1. No individual shall be allowed to hold more than one Office in TAAP simultaneously.

2. All TAAP Officers shall be the TAAP Board of Directors members.

B. PRESIDENT: The President shall have all powers and perform all duties commonly vested in and incident to the office of president of a corporation and will have the following specific powers and duties: 1. The President shall be the Chair of the Board of Directors and the Executive Committee and shall prepare the agenda for all Board and Executive Committee meetings;

2. The President shall be an *ex officio* member of all committees;

3. The President shall perform other duties that the Executive Committee or Board of Directors may designate.

4. The President shall meet with the Chair of the TCB and review and renew the annual contract if acceptable. The President elect may participate in this process.

C. PRESIDENT-ELECT: The President-Elect shall: 1. Perform all duties incumbent upon the President during the absence or disability of the President;

2. Prepare for his/her/their succeeding term as President;

3. Chairs the Nominations Committee;

4. Perform other duties that the President, Executive Committee, or Board of Directors may designate.

1. Chapters may apply for charter by submitting a set of bylaws that are in agreement with TAAP bylaws and submitting a roster of chapter officers to TAAP headquarters.

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C. PRESIDENT-ELECT: The President-Elect shall: 1. Perform all duties incumbent upon the President during the absence or disability of the President;

2. Prepare for his/her/their succeeding term as President;

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D. IMMEDIATE PAST PRESIDENT: The Immediate Past President shall serve as a member of the Board of Directors and the Executive Committee. He/she/they shall be an advisor to the President and President-Elect and perform other duties that the President, Executive Committee, or Board of Directors may designate.

E. TREASURER: The Treasurer shall have all powers and perform all duties commonly vested in and incident to the office of the treasurer of a corporation, including the following duties and responsibilities:

1. The Treasurer shall Chair the Finance and Audit Committee.
2. The Treasurer shall be responsible for developing and reviewing the fiscal policies of TAAP;
3. The Treasurer shall ensure that an account is maintained of all monies received and expended for the use of TAAP;
4. The Treasurer shall ensure that all TAAP monies are deposited in a bank or banks or trust company or trust companies and that authorized disbursements are made therefrom;
5. The Treasurer shall render a report of TAAP finances at the Annual Meeting or when requested by the President, showing all income and expenditures for the current year;
6. The Treasurer shall perform other duties that the President, Executive Committee, or Board of Directors may designate.

F. SECRETARY: The Secretary shall have all powers and perform all duties commonly vested in and incident to the office of secretary of a corporation, including the following duties and responsibilities:

1. The Secretary shall attend all meetings of the Board of Directors, the Executive Committee, and other committees as appointed by the President and shall be responsible for keeping, distributing, and preserving in the TAAP records accurate and true minutes of the proceedings of all meetings he/she/they attend in partnership with the management company.
2. The Secretary shall ensure that all notices are given in accordance with these Bylaws.
3. The Secretary shall perform other duties that the President, Executive Committee, or Board of Directors may designate.

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2. The Secretary shall ensure that all notices are given in accordance with these Bylaws.

G. 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.

The Parliamentarian shall:

1. chair 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.

H. MANAGEMENT COMPANY: The Management Company shall be responsible for all TAAP/TCB/TAPNET day-to-day management functions.

1. The Management Company shall be a non-voting Officer and, if otherwise qualified, shall serve as the Registered Agent of TAAP;
2. The Management Company shall manage and direct all activities of TAAP/TCB/TAPNET as prescribed by the Board of Directors/Executive Committee and shall be responsible to the Executive Committee and the Board of Directors;
3. The Management Company shall employ and terminate the employment of staff as necessary to carry out the work of TAAP/TCB/TAPNET and shall fix staff compensation within the budget approved by the Board of Directors;
4. The Management Company shall define the duties of the staff, supervise staff performance, establish staff titles, and delegate such responsibilities of management to staff as, in his/ her/their judgment, serves the best interests of TAAP/TCB/TAPNET;
5. The Management Company shall be responsible for completing and filing all reports, returns, and information forms required by local, state, or federal governments;
6. The Management Company shall perform other duties that the President, Executive Committee, or Board of Directors may designate.

I. QUALIFICATIONS AND ELECTION OF OFFICERS: 1. The President-Elect shall be elected by the membership in statewide elections according to the established election procedures.

3. The Secretary shall perform other duties that the President, Executive Committee, or Board of Directors may designate.

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6. The Management Company shall perform other duties that the President, Executive Committee, or Board of Directors may designate.

I. QUALIFICATIONS AND ELECTION OF OFFICERS: 1. The President-Elect shall be

2. The committee shall prepare a slate of candidates: the president-elect candidate, the Board of Directors nominees, and the Certification Board nominees. This slate shall be presented at the General Membership Meeting. The final ballot shall consist of all persons previously nominated and verified as eligible by the Nominations and Elections Committee.

3. Within 30 days of the General Membership Meeting, the final ballot will be sent electronically to all members and posted to the TAAP website. Members will have 30 days to vote electronically.

4. Secretary and Treasurer will be members of and elected by the TAAP board of directors.

5. Qualifications and criteria for the office of President-Elect shall be: a. The ability to perform and fulfill all duties and functions of the President as enumerated and described in the TAAP Bylaws and Policies and Procedures.

b. Current license/certification in substance use disorder or prevention profession.

c. Current or Retired TAAP Professional Membership in good standing.

d. A minimum of two years of active engagement in the substance use disorder or prevention profession.

6. Qualifications and criteria for Secretary shall be: a. The ability to perform and fulfill all duties and functions of the President as enumerated and described in the TAAP Bylaws and Policies and Procedures.

b. Current license/certification in substance use disorder or prevention profession.

c. Current or Retired TAAP Professional Membership in good standing.

d. A minimum of two years of active engagement in the substance use disorder or prevention profession.

7. Qualifications and criteria for Treasurer shall be: a. The ability to perform and fulfill all duties and functions of the President as enumerated and described in the TAAP Bylaws and Policies and Procedures.

b. Current license/certification in substance use disorder or prevention profession.

c. Current or Retired TAAP Professional Membership in good standing.

d. A minimum of two years of active engagement in the substance use disorder or prevention profession.

elected by the membership in statewide elections according to the established election procedures.

2. The committee shall prepare a slate of candidates: the president-elect candidate, the Board of Directors nominees, and the Certification Board nominees. This slate shall be presented at the General Membership Meeting. The final ballot shall consist of all persons previously nominated and verified as eligible by the Nominations and Elections Committee.

3. Within 30 days of the General Membership Meeting, the final ballot will be sent electronically to all members and posted to the TAAP website. Members will have 30 days to vote electronically.

4. Secretary and Treasurer will be members of and elected by the TAAP board of directors.

5. Qualifications and criteria for the office of President-Elect shall be: a. The ability to perform and fulfill all duties and functions of the President as enumerated and described in the TAAP Bylaws and Policies and Procedures.

b. Current license/certification in substance use disorder or prevention profession.

c. Current or Retired TAAP Professional Membership in good standing.

d. A minimum of two years of active engagement in the substance use disorder or prevention profession.

6. Qualifications and criteria for Secretary shall be: a. The ability to perform and fulfill all duties and functions of the President as enumerated and described in the TAAP Bylaws and Policies and Procedures.

b. Current license/certification in substance use disorder or prevention profession.

c. Current or Retired TAAP Professional Membership in good standing.

d. A minimum of two years of active engagement in the substance use disorder or prevention profession.

7. Qualifications and criteria for Treasurer shall be: a. The ability to perform and fulfill all duties and functions of the President as enumerated and described in the TAAP Bylaws and Policies and Procedures.

b. Current license/certification in substance use disorder or prevention profession.

c. Current or Retired TAAP Professional Membership in good standing.

8. The Chair of the Texas Certification Board will serve as an ex-officio officer of the Association's Board of Directors.

9. Qualifications and criteria for Legislative Representative shall be: a. An attorney licensed to practice law in the state of Texas or
b. A lobbyist registered in the state of Texas.
c. The ability to perform all duties and functions of the Legislative Representative as enumerated in TAAP Bylaws and Policies and Procedures. i. The Legislative Representative shall have no term limits, but his/her/their contract and/or performance shall be subject to review by the TAAP Board every two years.
ii. If the Board deems the Legislative Representative's performance insufficient to advance TAAP's legislative goals, the Board shall appoint a new Representative or contract with a new lobbyist or attorney.

J. TERM OF OFFICE: Each Officer shall assume office at the conclusion of the Annual meeting of the Board of Directors following his/her/their election,

1. Each Officer's term of elected service shall not exceed three (3) years, except for the President, President-Elect, and Immediate Past President.

2. Individuals may serve more than one term in any office other than the offices of President and President-Elect, but in no case shall any individual be allowed to serve more than two consecutive terms in the same office.

3. If an individual is appointed to an office as the result of a vacancy and serves no more than one year in office to fill the vacancy, the appointed term shall not count towards the individual's two-term limit in office.

4. The term of any person who fills a vacant office shall expire at the next scheduled election for the office of the individual whose term they were appointed to fill.

K. RESIGNATION: An Officer may resign at any time by providing written notice to the TAAP President. All resignations shall be effective on the date the President receives the notice unless the President accepts a later effective date.

L. REMOVAL: Any Officer may be removed from office by a two-thirds (2/3) majority vote of Directors at a Special meeting of the Board of Directors, at which a quorum is present, for: 1. Violating any of these Bylaws;

d. A minimum of two years of active engagement in the substance use disorder or prevention profession.

8. The Chair of the Texas Certification Board will serve as an ex-officio officer of the Association's Board of Directors.

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K. RESIGNATION: An Officer may resign at any time by providing written notice to the TAAP President. All resignations shall be effective on the date the President receives the notice unless the President accepts a later effective date.

2. Having his/her/their license/certification suspended or revoked;
 3. Engaging in conduct prejudicial to the best interests of TAAP.
 4. Missing two (2) consecutive Board meetings without a valid reason.
 5. breach of the Code of Ethics;
 6. conflicts of interest which the Board of Directors deems to be detrimental to the Association;
 7. failure to carry out the duties of office because of non-participation and;
 8. 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 the Association.
- a. Removal of a Director for missing meetings shall only occur after discussion by the Board with due consideration of the Officer's previous participation and engagement.

9. Removal of an Officer shall occur only when the Officer is first provided with:
- a. A written explanation of the allegations against the Officer being considered for removal from Office.
 - b. Written notice of the date, time, and location of the meeting of the Board of Directors called to hear and/or act on the allegations.
 - c. An opportunity to appear before the Board of Directors or forward a written response in defense to the allegations no sooner than ten (10) days nor later than thirty (30) days after receipt of notice of the hearing.
 - d. The notice shall be sent by mail or email with receipt verification to the last known address/email address of the Officer listed in the records of TAAP no less than thirty (30) days prior to the date of the hearing.

M. VACANCIES: In any case where an Officer, other than the President, is unable to complete his/her/their term for any reason (*resignation, ineligibility, or removal*), the Board of Directors shall nominate and elect a qualified successor to complete the remainder of the unexpired term.

1. If the office of President becomes vacant, the President-Elect shall assume the duties of the office of President and will serve as President of TAAP for the remainder of the unexpired term, without prejudice to any succeeding term to which he/she/they were or might be elected.
2. Any person desiring to retain a position to which he/she/they were appointed shall be required to run for the position in the next

- L. REMOVAL:** Any Officer may be removed from office by a two-thirds (2/3) majority vote of Directors at a Special meeting of the Board of Directors, at which a quorum is present, for:
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 2. Having his/her/their license/certification suspended or revoked;
 3. Engaging in conduct prejudicial to the best interests of TAAP.
 4. Missing two (2) consecutive Board meetings without a valid reason.
 5. breach of the Code of Ethics;
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scheduled election for that office regardless of the length of the appointed time served.
3.A person appointed to fill any vacant office shall not become eligible for the office of President-Elect unless he/she/they are elected to a subsequent full term of office.

ARTICLE V – MEETING OF MEMBERS

The ultimate authority for determining Association policy and electing the Board of Directors and President Elect shall be vested in the General Membership. Therefore, all meetings except those of the Ethics

Committee and Executive Sessions of the Executive Committee are open meetings.

A. The General Membership Meeting will occur with sufficient time to submit a slate of nominees and any other pertinent information to the membership to comply with timelines set forth in these bylaws. It may be held as a separate meeting, in conjunction with the Legislative Conference, the Annual 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. This format will allow members to discuss issues that impact the association, certification board, or the profession. The meeting will be held prior to the Board of Directors Meeting.

C. Association business may be conducted at the General Membership Meeting and/or Town Hall Meeting.

D. Members shall receive electronic notification of the General Membership and Town Hall meetings at least 60 days prior to each scheduled meeting.

E. In the event a Bylaws change must be acted upon when time is of the essence, an electronic ballot may be employed in lieu of a General Membership Meeting. The enactment of such a change will require an affirmative vote of two-thirds (2/3) of ballots received by the designated deadline.

F. Attendance by a member at any meeting shall constitute a waiver of notice by the member of the date, time, and location of the meeting.

G. An affirmative vote of a majority of members present, in person, at a meeting at which a quorum has been established shall be the action of the membership unless a greater proportion is required by the Articles of Incorporation, these Bylaws, or applicable law.

succeeding term to which he/she/they were or might be elected.

2.Any person desiring to retain a position to which he/she/they were appointed shall be required to run for the position in the next scheduled election for that office regardless of the length of the appointed time served.

3.A person appointed to fill any vacant office shall not become eligible for the office of President-Elect unless he/she/they are elected to a subsequent full term of office.

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F. Attendance by a member at any meeting shall constitute a waiver of notice by the member of the date, time, and location of the meeting.

G. An affirmative vote of a majority of members present, in person, at a meeting at

A quorum for any General Membership Meeting shall be the members present.

ARTICLE VI - BOARD OF DIRECTORS

A. GENERAL AUTHORITY: The Board of Directors shall direct the affairs of TAAP. The Board of Directors shall:

1. Approve the goals and strategies to be accomplished;
2. Monitor the achievement of the goals and strategies;
3. Allocate the necessary resources to achieve the goals and strategies;
4. Monitor to ensure the resources are used efficiently and effectively;

B. SPECIFIC POWERS: The Board of Directors shall be vested with all powers possessed by TAAP itself, including the power to:

1. Determine policies of TAAP;
2. Pursue the purposes and objectives of TAAP;
3. Disburse TAAP funds;
4. Adopt such rules and regulations as are deemed necessary or advisable for conducting TAAP business, responsibility, and authority, insofar as the delegation of such authority is not inconsistent with or repugnant to the Articles of Incorporation, these Bylaws, or to any applicable law.

C. NUMBER OF DIRECTORS: The number of Directors constituting the entire Board of Directors shall be fifteen (15) Directors to be elected by electronic ballot within 60 days of the general membership meeting.

1. Directors are elected for a term of three (3) years and may serve two (2) consecutive terms.
2. In the event of a tie, the longer-tenured TAAP member will be declared the winner. If the length of TAAP membership is identical, the Executive Board will determine the winner(s).
3. Terms shall be staggered so four (4) Directors are elected annually.

D. BOARD MEMBERSHIP: The TAAP Board of Directors shall be composed of:

1. Five Officers, including the President, President-Elect, Immediate Past President, Secretary, and Treasurer, and nine (9) board members elected by members at large. Each Director shall be a current or retired TAAP member in good standing.

which a quorum has been established shall be the action of the membership unless a greater proportion is required by the Articles of Incorporation, these Bylaws, or applicable law.

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D. BOARD MEMBERSHIP: The TAAP Board of Directors shall be composed of:

1. Five Officers, including the President, President-Elect, Immediate Past President,

2. Any and all vacancies that occur on the Board of Directors, whether by resignation, death, incapacity, or other reason(s), shall be filled according to the procedures for Special elections. The Board President will bring a potential candidate with the second-highest votes to fill the remainder of the term to the board of directors. If the board does not approve the candidate, another qualified candidate will be brought forward for board approval.

E. RESIGNATION: A Director may resign at any time by providing written notice of resignation to the TAAP President. All resignations shall become effective on the date the President receives the notice unless the President accepts a later effective date.

F. REMOVAL: Any Director may be removed from office by a two-thirds (2/3) majority vote of Directors present at a Special meeting of the Board of Directors at which a quorum is present, for:

1. Violating any of these Bylaws,
2. Having his/her/their license/certification suspended or revoked, or
3. Engaging in other conduct prejudicial to the best interests of TAAP.
4. Missing two (2) consecutive Board Meetings without being excused by the President or President-Elect, a. Removal of a Director for missing meetings shall only occur after discussion by the Board with due consideration of his/her/their previous participation and engagement.

5. Removal of a Director shall occur only when he/she/they are first provided with: a. A written explanation of the allegations against the Director being considered for removal from the Board.

b. Written notice of the date, time, and location of the meeting of the Board of Directors called to hear and/or act on the allegations.

c. An opportunity to appear before the Board of Directors or forward a written response in defense to the allegations no sooner than ten (10) days nor later than thirty (30) days after receipt of notice of the hearing.

d. The notice shall be sent by certified or registered mail to the last known address of the Director listed in the records of TAAP no less than thirty (30) days prior to the date of the hearing.

Secretary, and Treasurer, and nine (9) board members elected by members at large. Each Director shall be a current or retired TAAP member in good standing.

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b. Written notice of the date, time, and location of the meeting of the Board of Directors called to hear and/or act on the allegations.

c. An opportunity to appear before the Board of Directors or forward a written response in defense to the allegations no sooner than ten (10) days nor later than thirty (30) days after receipt of notice of the hearing.

d. The notice shall be sent by certified or registered mail to the last known address of the Director listed in the records of TAAP no

6. 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: a. Breach of the Code of Ethics; b. Conflicts of interest which the Board of Directors deems to be detrimental to the Association; c. Failure to carry out the duties of office because of non-participation, and; d. 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 the Association.

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

1. All members shall receive electronic notice of the time and place of all meetings at least 30 days before each meeting.
2. At its first meeting following the annual conference, the Board of Directors shall establish a meeting schedule for the coming year.

H. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the President or by a majority of the Directors then in office and shall be held at a date, time, and location designated by the Board in the notice of the meeting. Special meetings may be held electronically to ensure complete discussion and debate occur with a quorum of Directors present.

I. NOTICE OF MEETING: Notice of the date, time, and/or location of all Annual or Special meetings of the Board of Directors shall be given to each Director at the Director's address listed in TAAP records no less than ten (10) days prior to the date of the meeting by telephone, or other means of electronic communication.

1. If given by facsimile, e-mail, or other electronic communication means, notice shall be deemed delivered when faxed, emailed, or otherwise sent electronically.
2. If given by telephone, notice shall be deemed delivered when a Director is reached in person or a message is left on a Director's voicemail.
3. The purpose or purposes for which a Special meeting is called shall be stated in the meeting notice.
4. A Director's attendance at or participation in any meeting shall constitute a waiver of

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2. If given by telephone, notice shall be deemed delivered when a Director is reached in person or a message is left on a Director's voicemail.

notice to the Director of the meeting unless a Director, either at the beginning of the meeting or promptly upon the Director's arrival at the meeting, objects to the meeting being held or to the transaction of business at the meeting, and does not after that vote for or assent to any action taken at the meeting.

J. QUORUM: No less than fifty-one (51) percent of the Directors in office at the commencement of any meeting of the Board of Directors shall constitute a quorum for the transaction of business at the meeting. If less than fifty-one (51) percent of the Directors are present at any Board meeting, no official action shall be taken on any item of business, and a majority of the Directors present shall adjourn the meeting without further discussion or notice. A quorum shall be established a minimum of ten (10) days prior to the board of directors meeting, with confirmation facilitated by the current management company via email or telephone.

K. MANNER OF ACTING: An affirmative vote of a majority of Directors, present in person at a meeting of the Board of Directors where a quorum has been established, shall be the action of the Board of Directors unless a greater proportion is required by the Articles of Incorporation or applicable law.

L. COMPENSATION: 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.

1. The Association shall pay expenses for elected or appointed officers when authorized by the President or Certification Board Chair.
2. 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 two years following the officer's term of office.
3. 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 Treasurer may withhold funding for said travel provided that the emergency action is taken at least thirty days prior to scheduled departure.
4. Before departure, the President and Treasurer shall approve all out-of-state travel on a case-by-case basis.

3. The purpose or purposes for which a Special meeting is called shall be stated in the meeting notice.

4. A Director's attendance at or participation in any meeting shall constitute a waiver of notice to the Director of the meeting unless a Director, either at the beginning of the meeting or promptly upon the Director's arrival at the meeting, objects to the meeting being held or to the transaction of business at the meeting, and does not after that vote for or assent to any action taken at the meeting.

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3. 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 Treasurer may withhold funding for said travel provided that the emergency action is

5. Per diem rates are based on state and federal per diem rates.
6. Current mileage rates are based on the IRS rates.
7. Airfare, lodging, transportation, parking, tolls, food, and miscellaneous expenses.

M. LIABILITY OF DIRECTORS: No director shall have individual liability for any claims or damages that may result from actions taken in the discharge of any duty imposed or in the exercise of any power conferred upon a Director by TAAP, provided the Director in good faith, believed

1. His/her/their actions were in accordance with the best interests of TAAP or,
2. He/she/they relied upon information, opinions, reports, or statements prepared or presented by:
 - a. one or more Officers or employees of TAAP whom the Director believes to be reliable and competent in the matters presented,
 - b. legal counsel, public accountants, or other individuals whom the Director believes are acting within their professional or expert competence or
 - c. a committee of the Board of Directors, of which the Director is not a member, if the Director believes that the committee merits confidence or
 - d. the Director has direct knowledge or information concerning the matter in question that makes reliance unwarranted

N. BUDGET APPROVAL: The Board of Directors shall approve a provisional Annual Budget for the ensuing fiscal year in the last meeting before December 31. The Annual Budget shall be officially adopted at the first meeting of the Board of Directors in each fiscal year.

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 Board of Directors approved operating policies and procedures shall outline the membership, officers, duties, and responsibilities.

- A. COMMITTEE MEMBERS: The following elected and appointed officers of the Association shall constitute the Executive Committee:
1. President
 2. Treasurer
 3. Secretary

taken at least thirty days prior to scheduled departure.

4. Before departure, the President and Treasurer shall approve all out-of-state travel on a case-by-case basis.
5. Per diem rates are based on state and federal per diem rates.
6. Current mileage rates are based on the IRS rates.
7. Airfare, lodging, transportation, parking, tolls, food, and miscellaneous expenses.

M. LIABILITY OF DIRECTORS: No director shall have individual liability for any claims or damages that may result from actions taken in the discharge of any duty imposed or in the exercise of any power conferred upon a Director by TAAP, provided the Director in good faith, believed

1. His/her/their actions were in accordance with the best interests of TAAP or,
2. He/she/they relied upon information, opinions, reports, or statements prepared or presented by:
 - a. one or more Officers or employees of TAAP whom the Director believes to be reliable and competent in the matters presented,
 - b. legal counsel, public accountants, or other individuals whom the Director believes are acting within their professional or expert competence or
 - c. a committee of the Board of Directors, of which the Director is not a member, if the Director believes that the committee merits confidence or
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N. BUDGET APPROVAL: The Board of Directors shall approve a provisional Annual Budget for the ensuing fiscal year in the last meeting before December 31. The Annual Budget shall be officially adopted at the first meeting of the Board of Directors in each fiscal year.

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 Board of Directors approved operating policies and procedures shall outline the membership, officers, duties, and responsibilities.

4. President-Elect
5. Immediate Past President
6. Chairman of the Certification Board (ex-officio)

B. 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 the 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.

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

1. The Executive Committee may meet in a closed Executive Session to discuss personnel, contract, or real estate negotiations.
2. The president or designee may call meetings of the Executive Committee. The Secretary shall give notice of meetings, either written or oral, at least ten (10) calendar days before the meeting.
3. With three (3) calendar days' notice to all committee members, the Executive Committee may meet electronically to consider emergency matters.
4. The President shall call 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.
5. A majority of the Executive Committee shall constitute a quorum at any Executive Committee meeting.

ARTICLE VIII - COMMITTEES

A. AUTHORITY: The Board of Directors shall be authorized by the Articles of Incorporation and these Bylaws to create any number of committees it deems necessary or advisable to manage the interests of TAAP and may appoint individual Directors to serve on committees. 1. Each standing committee member, including each Committee Chair, shall be a dues-current license/certification member in good standing of TAAP. 2. Any committee composed of non-director members shall act in a purely advisory

- A. COMMITTEE MEMBERS: The following elected and appointed officers of the Association shall constitute the Executive Committee: 1. President
2. Treasurer
3. Secretary
4. President-Elect
5. Immediate Past President
6. Chairman of the Certification Board (ex-officio)

B. 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 the 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.

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capacity to the Board of Directors and will have no decision-making authority for TAAP.
3. Each committee's work shall be conducted to serve the best interests of TAAP and fully consider the needs and interests of the membership.

B. COMMITTEE CHAIRS: Committee Chairs shall be cognizant of the ongoing requirement to provide opportunities for members to participate in committees and shall direct committee activities to reflect and feature TAAP's multi-cultural and inclusive nature. 1. Except where otherwise herein noted, Committee Chairs shall be appointed by the President upon approval by the Board of Directors.

C. TERMS OF OFFICE: Each Committee Chair shall assume leadership of his/her/their committee at the conclusion of the Annual Meeting at which he/she/they were appointed. 1. Each Committee Chair shall serve a term of two (2) years and shall serve no more than two (2) consecutive terms unless a compelling reason requires their continued service in that capacity, which shall be determined by the President and approved by the Board of Directors/Executive Committee.

D. RESIGNATION: A Committee Chair may resign at any time by providing written notice of resignation to the TAAP President. All resignations shall be effective on the date the President receives the notice unless the President accepts a later effective date.

E. REMOVAL: A Committee Chair may be removed from office by a two-thirds (2/3) majority vote of Directors at a Special meeting of the Board of Directors, at which a quorum is present, for: 1. Violating any of these Bylaws;
2. Having his/her/their license/certification suspended or revoked;
3. Engaging in conduct prejudicial to the best interests of TAAP.
4. Missing three (3) consecutive Committee Meetings without a valid reason. a. Removal of a Committee Chair for missing meetings shall only occur after discussion by the Board with due consideration of the Chair's participation and engagement.

member, including each Committee Chair, shall be a dues-current license/certification member in good standing of TAAP.
2. Any committee composed of non-director members shall act in a purely advisory capacity to the Board of Directors and will have no decision-making authority for TAAP.
3. Each committee's work shall be conducted to serve the best interests of TAAP and fully consider the needs and interests of the membership.

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4. Missing three (3) consecutive Committee Meetings without a valid reason. a. Removal

5. Removal of a Committee Chair shall occur only when the Chair is first provided with: a. A written explanation of the allegations against him/her/them.

b. Written notice of the date, time, and location of the meeting of the Board of Directors called to hear and/or act on the allegations.

c. An opportunity to appear before the Board of Directors or forward a written response in defense to the allegations no sooner than ten (10) days nor later than thirty (30) days after receipt of notice of the hearing.

d. The notice shall be sent by certified or registered mail to the last known address of the Committee Chair listed in the records of TAAP no less than thirty (30) days prior to the date of the hearing.

F. VACANCIES: If a Committee Chair is unable to complete his/her appointed term for any reason (resignation, ineligibility, or removal), the TAAP President shall appoint a qualified successor to complete the remainder of the term after consulting with the remaining committee members and upon approval by the Board of Directors.

a. An individual who is appointed to fill a vacant committee Chair position shall conclude his/her/their term as Chair when the President completes his/her/their term in office unless they are appointed to Chair the committee by the incoming President

G. STANDING COMMITTEES:

1. EXECUTIVE COMMITTEE: The Executive Committee shall be composed exclusively of all TAAP Officers. a. The Executive Committee shall be vested with any or all of the Board of Directors' powers in managing TAAP's business and affairs between meetings of the Board of Directors.

b. The Executive Committee shall not have the power to undertake any activities which the Board of Directors has expressly reserved for itself or which state statute reserves to the Board of Directors, including but not limited to the power to amend or repeal these Bylaws.

c. A simple majority of the members of the Executive Committee present in person at any Executive Committee meeting shall constitute a quorum for the business transaction.

d. Special meetings of the Executive Committee may be called by any member of

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c. A simple majority of the members of the Executive Committee present in person at

the Committee with one (1) day notice to the other Executive Committee members, with notice of the meeting, the special meeting shall follow the standard procedures in Article VII, Section C.

e. Meetings of the Executive Committee may be conducted by telephone, video, secure chat rooms, or other means of electronic communication through which all persons participating in the meeting can communicate simultaneously.

f. Participation in an Executive Committee meeting through electronic means shall constitute presence in person and waiver of notice of the meeting.

2. BYLAWS COMMITTEE: The Bylaws Committee shall review TAAP Bylaws and Policies and Procedures annually and propose any necessary or desired changes to the Board of Directors for approval. This committee shall compile and recommend 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.

3. PROFESSIONAL DEVELOPMENT COMMITTEE: The Professional Development Committee shall implement the Annual Conference in collaboration with the association staff. Responsibilities shall include developing 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 a review of local chapter presentations and deliberation by the committee, the Professional Development/Annual Conference Committee shall recommend future sites to the Board of Directors. The Board shall make site selections of Directors. The Committee shall consist of a minimum of five (5) and a maximum of seven (7) Members.

4. CREDENTIAL AND AWARDS COMMITTEE: The Awards Committee shall garner nominations and select winners for all TAAP awards categories (unless otherwise specified) according to all TAAP timelines. The Credentials and Awards Committee shall consist of a minimum of three (3) and a maximum of five (5) Members.

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5. FINANCE AND AUDIT COMMITTEE: The TAAP Treasurer shall be the Chair of the Finance Committee.

a. This committee shall 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, and 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.

b. The Finance Committee shall comprise the President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer, with input from the management company. The Committee shall consist of a minimum of three (3) and a maximum of five

(5) Members. The Chair of the Certification Board (TCB) shall serve as an ex-officio member of the Finance Committee. c. The Finance Committee shall be responsible for guiding the development and review of the budget before it is presented to the Board of Directors for approval.

d. The Finance Committee shall review TAAP's fiscal status in detail and report quarterly financial status to the Executive Committee/Board of Directors.

6. 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 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 monitor and inform the Board of Directors of legislation or policy pending before the state legislature that is of interest to TAAP members and the additions profession and shall develop responses or plans of action regarding relevant legislation and other policy issues for TAAP. The Legislative Committee shall be accountable to the Board of Directors for the positions and actions taken by the Legislative Committee. The Legislative Committee shall consist of at least three (3) and shall have no maximum number of members.

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7. MEMBERSHIP AND PUBLIC RELATIONS COMMITTEE: The Membership/Public Relations Committee shall be responsible for increasing awareness of membership opportunities within TAAP and shall be responsible for increasing addiction-focused student awareness of TAAP and professional development opportunities while in college or university programs and 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, 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.

8. NOMINATIONS AND ELECTIONS COMMITTEE: The President-Elect shall Chair the Nominations and Elections Committee (NEC). The Nominations and Elections Committee President-Elect, Immediate Past President, TCB Chair, and may include two other people. a. The NEC shall develop and review policies and procedures to ensure implementation of the nominations and election criteria for Officers as stated in these Bylaws and shall govern and oversee all nominations and elections of Officers.

9. ETHICS AND APPEALS COMMITTEE: The Ethics and Appeals Committee shall consist of the President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer. Findings/actions of the Ethics Committee and/or the Certification Board may be appealed to the Ethics and Appeals Committee. Decisions of the Ethics and Appeals Committee shall be final. The Ethics Committee shall be responsible for fostering compliance with the letter and spirit of the Ethical Standards of TAAP. It shall review and resolve any allegations, charges, or complaints of violations of the Ethical Standards according to established procedures.

10. PROFESSIONAL IMPACT COMMITTEE: The PIC Committee will collaborate with the TAAP and its committees to assist with efforts to support Diversity, Equity, and

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Inclusion protocols in all aspects of the Association. The PIC Committee meetings are open to everyone. This committee may meet as often as necessary to accomplish the identified objectives. The committee may also meet and conduct committee business via the Internet and/or conference call. The Chairperson of the Committee shall coordinate and delegate necessary committee functions to members and oversee their fulfillment. The PIC Committee will:

- a. Review TAAP operations policies and procedures to ensure that PIC Standards are present;
- b. Support and assist TAAP committees when investigating PIC complaints/concerns regarding disparity in discrimination, non-inclusion, or equity.

11. AD HOC COMMITTEES: The President shall have the authority to create any *ad hoc* committee(s) that the President deems necessary or advisable to advance the mission and objectives of AAP and shall define the scopes and limits. 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 for more than two 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.

12. QUORUM: A majority of the members of any Association committee or sub-committee constitute a quorum for the business transaction.

ARTICLE IX - THE TEXAS CERTIFICATION BOARD

The Texas Certification Board (TCB) is an autonomous body within its assigned functions, as outlined in Sections B. & C. of this article, under the general authorization of the Texas Association of Addiction Professionals. The TCB shall be the policy-making body for all professional certification/designation activities conducted by TCB in the State for individuals engaged in the substance use disorder and behavioral health profession.

10. PROFESSIONAL IMPACT COMMITTEE: The PIC Committee will collaborate with the TAAP and its committees to assist with efforts to support Diversity, Equity, and Inclusion protocols in all aspects of the Association. The PIC Committee meetings are open to everyone. This committee may meet as often as necessary to accomplish the identified objectives. The committee may also meet and conduct committee business via the Internet and/or conference call. The Chairperson of the Committee shall coordinate and delegate necessary committee functions to members and oversee their fulfillment. The PIC Committee will:

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A. The name of the Certification Board shall be the Texas Certification Board, and herein referred to as "The Certification Board" and/or the acronym "TCB."

B. Texas Certification Board Policies and Procedures: The Texas Certification Board shall have the authority to establish sufficient policies and procedures to direct and perform the duties and responsibilities of the Texas Certification Board in a manner consistent with IC&RC affiliation guidelines.

C. The Certification Board shall:

1. Administer the certification system;
2. Participate in the administration and enforcement of the Professional Code of Ethics;
3. Periodically review the Standards of Examination and revise where appropriate;
4. Set testing, certification, and designation fees at a rate to remain fiscally sound;
5. Annually recommends a budget for the Certification Board to the Finance Committee and the Board of Directors. Such recommendation shall be made on time in order to facilitate performance under Article VI, Section N;
6. Negotiate for recognition of certification and reciprocity agreements with other certifying associations, agencies, boards, and professional organizations and
7. Contract with other agencies, organizations, or entities for services or goods, with the approval of the Board of Directors.

D. Membership: The Board may comprise nine (9) individuals representing a diversity of prevention, treatment, and recovery services, functions, geographical areas, ethnicity, and gender. Such individuals may not be current members of the Executive Committee or the TAAP Board of Directors.

Board members shall be certified and Members of the Association.

1. Members of the Texas Certification Board shall elect the Texas Certification Board Chair according to election Policies and Procedures developed by the Texas Certification Board.
2. The Texas Certification Board Chair shall serve a one-year term of office and shall serve a maximum of six terms.
3. The Texas Certification Board Chair shall serve as a non-voting member of the TAAP Executive Committee/Board of Directors.

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1. Members of the Texas Certification Board shall elect the Texas Certification Board Chair according to election Policies and Procedures developed by the Texas Certification Board.
2. The Texas Certification Board Chair shall serve a one-year term of office and shall serve a maximum of six terms.

4. The Texas Certification Board shall consist of nine (9) Board Members, including the Chair.

5. Each Board Member shall serve a term of three years and may serve no more than two consecutive terms.

6. The TAAP President shall serve as an *ex officio* non-voting member of the Texas Certification Board.

E. Elections:

1. The committee shall solicit nominees from the general membership and select a prepared slate with one candidate per position. Based on the availability of qualified candidates, the Committee shall be responsible for ensuring geographic diversity on the Board of Directors.

2. The slate shall be presented at the General Membership Meeting. The final ballot shall consist of all eligible persons vetted by the Nominations and Elections Committee.

3. The final ballot will be posted to the TAAP website and sent electronically within 30 days of the general membership meeting.

Members will have 30 days to return the ballot to TAAP headquarters or vote electronically.

4. All members in good standing of the Association are eligible to vote on Texas Certification Board members.

5. A majority of ballots of members' time stamped by the due date shall be elected.

F. 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 are eligible for only two terms of consecutive service. No person shall serve on the Certification Board for more than six (6) consecutive years.

G. Vacancies: The chairman of the Certification Board shall fill a vacancy with the approval of the current board members by vote.

H. Ex-officio Members: The President, the immediate Past President, and the Treasurer 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. The Executive committee shall be excused during hearings, discussions or an initial vote of an individual's ethics violations, in order to remain unbiased during an appeal.

3. The Texas Certification Board Chair shall serve as a non-voting member of the TAAP Executive Committee/Board of Directors.

4. The Texas Certification Board shall consist of nine (9) Board Members, including the Chair.

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I. Officers:

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

2. Elections: Officers shall be members of the Certification Board and elected by members of the Certification Board at the first meeting held after the Certification Board Meeting at the Annual Conference.

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

4. Vacancies: Officer vacancies shall be filled by the Certification Board membership in a special election. Voting may be via electronic mail, voice vote on a conference call, virtual meeting, or at any regularly scheduled Certification Board meeting.

5. Duties of Officers: a. The Chair shall be an ex-officio member of the Executive and Finance Committees of the Association. In addition, the Chair shall:

b. Preside over meetings of the Certification Board;

c. Appoint standing committee chairs and ad hoc committee chairs of the Certification Board; and

d. Submit the Certification Board annual budget to the management company.

6. 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.

7. The Secretary shall: a. Be responsible for taking minutes of Certification Board meetings and

b. Supply written minutes thereof within 30 days following said meeting;

c. Oversee the distribution of notices as prescribed in Section K of this Article; and

d. Perform such other duties as may be directed by the Chair or by the Certification Board.

K. Meetings:

1. At its first meeting following the Annual Conference, the Certification Board shall establish a meeting schedule for the coming year.

2. Thirty (30) day notice shall be given to all Certification Board members prior to scheduled meeting change or urgent meetings, which may include electronic

initial vote of an individual's ethics violations, in order to remain unbiased during an appeal.

I. Officers:

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

2. Elections: Officers shall be members of the Certification Board and elected by members of the Certification Board at the first meeting held after the Certification Board Meeting at the Annual Conference.

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

4. Vacancies: Officer vacancies shall be filled by the Certification Board membership in a special election. Voting may be via electronic mail, voice vote on a conference call, virtual meeting, or at any regularly scheduled Certification Board meeting.

5. Duties of Officers: a. The Chair shall be an ex-officio member of the Executive and Finance Committees of the Association. In addition, the Chair shall:

b. Preside over meetings of the Certification Board;

c. Appoint standing committee chairs and ad hoc committee chairs of the Certification Board; and

d. Submit the Certification Board annual budget to the management company.

6. 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.

7. The Secretary shall: a. Be responsible for taking minutes of Certification Board meetings and

b. Supply written minutes thereof within 30 days following said meeting;

c. Oversee the distribution of notices as prescribed in Section K of this Article; and

d. Perform such other duties as may be directed by the Chair or by the Certification Board.

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means, except for the first meeting of the Certification Board, which follows the conclusion of the Certification Board Meeting held at the Annual Conference.

3. The Chair may convene the Certification Board's meetings electronically to consider emergency matters with three (3) days' notice to all members.

4. In lieu of scheduled or called meetings, electronic ballots may be used to vote on specific committee recommendations.

J. Committees:

1. Ethics Committee - The Chair of the Certification Board shall appoint one (1) Certification Board member to serve as the Ethics Committee Chair. The Ethics Committee Chair 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 grievances, complaints, and hearings shall be made available to all members and any other person requesting them.

2. Standards Committee - The Chair of the Certification Board shall appoint one (1) person to serve as the Standards Committee Chair. The Standards Committee Chair 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:

- a. disseminate information that promotes professional proficiency;
- b. evaluate and endorse competent and comprehensive substance use disorder prevention, treatment, and recovery services training and education programs, and;
- c. to endeavor, through the Association-approved training and education programs, to raise performance standards and increase the competency of persons engaged in substance use disorder prevention, treatment, and recovery services. All actions shall be subject to the approval of the Certification Board.

2. Thirty (30) day notice shall be given to all Certification Board members prior to scheduled meeting change or urgent meetings, which may include electronic means, except for the first meeting of the Certification Board, which follows the conclusion of the Certification Board Meeting held at the Annual Conference.

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3. Ad Hoc Committees - The Chair of the Certification Board may appoint such committees as the Board deems necessary. No committee shall have more than seven (7) members.

K. Quorum: A minimum of five (5) Certification Board members must be present 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 to conduct business.

L. 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 X – AMENDMENTS

A. 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 or voting by any electronic means. Proposed amendments shall be transmitted electronically to Association members at least thirty (30) days prior to any vote of adoption for amendments. Any amendment proposed according to these Bylaws and adopted by the Board of Directors shall become effective immediately upon adoption unless a specific effective date is proposed when the amendment is presented to the Board of Directors.

ARTICLE XI: FISCAL YEAR

The fiscal year of TAAP shall commence on January 1 and terminate on December 31.

ARTICLE XII: INDEMNIFICATION

A. INCLUSION: Every reference herein to a TAAP Board of Directors or Officer member shall include every current Director and Officer of TAAP and every former Director and Officer of TAAP. 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 shall be in addition to any and all rights to which any director or officer of the Association might otherwise be

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B. GOOD FAITH ACTION: TAAP shall indemnify each of its Directors and Officers from and against any judgments, fines, settlements, 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 whenever arising, imposed upon or inserted against the Director or Officer because of being or having been a Director or Officer and acting within the scope of his/her/their official duties, but only when the determination shall have been made that the Director or Officer: 1. Acted in good faith, 2. or believes: a. in cases pertaining to conduct in his/her/their official capacity with TAAP, that his/her/their conduct was in the best interests of TAAP, and b. in all other cases, that his/her/their conduct was at least not opposed to the best interests of TAAP and c. in the case of any criminal proceeding, he/she/they had no reasonable cause to believe that his/her/their conduct was unlawful.

3. The determination of "good faith" action shall be made either by the legal system or by the Board of Directors acting through a quorum of Directors who are not parties to the action or proceeding being investigated or, if a quorum of non-partisan Directors is not obtainable, by independent legal counsel.

4. If the Board of Directors is to make the foregoing determination, the Directors may rely on the advice of independent legal counsel as to all questions of law.

5. The right of indemnification herein provided shall be in addition to any and all rights to which any Director or Officer might otherwise be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE XIII: PROCEDURE AND ORDER OF BUSINESS

As stated in the most recent edition of *Robert's Rules of Order*, Newly Revised, Parliamentary rules shall govern the procedures of all TAAP and TCB meetings, including membership meetings.

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ARTICLE XIV: PROMULGATION OF THE BYLAWS

A. These Bylaws shall be the foundation of all activities conducted by TAAP in pursuit of its goals and objectives.

B. The Bylaws establish sufficient policies and procedures to affect the daily conduct of TAAP business.

C. TAAP bylaws shall be the domain of TAAP members upon review and approval by the TAAP membership.

ARTICLE XV - 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 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 on December 7, 1974, in Austin, Texas and these current by-laws have been updated from previous versions.

These current bylaws reflect a revision approved by all members during the Board of Directors Meeting on January 10, 2026.

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DATE APPROVED
BOARD PRESIDENT SIGNATURE
Board President

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