

Bylaws
Texas Association for Health,
Physical Education, Recreation, and Dance, Inc.

(A Texas Non-Profit Corporation)

These Bylaws govern the affairs of the Texas Association for Health, Physical Education, Recreation, and Dance, Inc., a non-profit corporation (“TAHPERD”) organized under the Texas Non-Profit Corporation Act (the “Act”).

ARTICLE 1: OFFICE

Section 1.1. *Principal Office.* The principal office of TAHPERD in the state of Texas shall be located at 6300 La Calma Drive, Suite 100, Austin, Texas 78752. TAHPERD may have other such offices, either in Texas or elsewhere, as the Board of Directors shall determine.

Section 1.2. *Registered Office and Registered Agent.* TAHPERD shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not be, identical with TAHPERD’s principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE II: MEMBERSHIP

Section 2.1. *Members.* The membership of TAHPERD shall consists of “Professional Members,” “Student Members,” “Retired Members,” “Emeritus Members,” “Associate Members,” and “Corporate Members.” Subscriptions are available but do not constitute membership. Subscriptions are to the TAHPERD Journal from colleges, universities, public and private schools, libraries, and non-profit organizations.

Section 2.2. *Professional Members.* Professional Members shall include persons professionally engaged and/or educated with university or college degrees in health education, physical education, recreation, or dance.

Section 2.3. *Student Members.* Student Members shall include undergraduate students and full-time graduate students, in residence at colleges and universities in Texas preparing for careers in health education, physical education, recreation, dance, or allied fields. Individuals who are employed in the fields of health education, physical education, recreation, or dance and attending summer school or graduate school part-time must join TAHPERD as a professional member.

Section 2.4. *Retired Members.* Retired Members shall consist of persons who have retired from full-time employment and who have been Professional Members of any state association of Health, Physical Education, Recreation, and Dance for a total of 20 years, which must include 10 consecutive years as a member of TAHPERD. Persons who qualify for membership as a Retired Member shall be eligible to participate in all activities of TAHPERD, including holding office and voting.

Section 2.5. *Emeritus Members.* Emeritus Members shall consist of persons who have been Professional Members of any state association for Health, Physical Education, Recreations, and Dance for a total of 30 cumulative years, or 25 consecutive years, either of which must include 10 years as a member of TAHPERD, or any predecessor association, and who have retired from full-time employment in the field of health, physical education, recreation, and dance. Persons who qualify for membership as an Emeritus Member shall be eligible, without dues, to participate in all membership activities of TAHPERD; except that, no such members may hold an elected office in TAHPERD. These members shall also receive the TAHPERD Journal without cost.

Section 2.6. *Associate Members.* Associate Members shall consist of any person or firm not qualifying for another form of membership. These members shall not be entitled to vote or hold office in TAHPERD, but shall receive all other benefits of membership in TAHPERD.

Section 2.7. *Corporate Members.* Corporate Membership shall consist of corporations, companies, or businesses that have paid \$5,000 annually or more and that provide services or products which assist members in the study, teaching, and practice of health, physical education, recreations, and/or dance. These members shall not be entitled to vote or hold office in TAHPERD but shall receive all other benefits of TAHPERD membership.

Section 2.8. *Membership Applications.* All prospective members of TAHPERD shall submit a written application for membership to the executive director of TAHPERD (“Executive Director”). The application shall identify the type of membership sought by such a person and the qualifying factors for such membership and whether the person is educated in or providing services in health education, physical education, recreation, or dance. The Executive Director shall determine whether such person qualifies for membership in TAHPERD and the type of membership to be assigned in accordance with these Bylaws and membership guidelines.

Section 2.9. *Rights of Members.* Only Professional Members, Student Members, and Retired Members shall have the right to hold an office in TAHPERD. Only Professional Members and Retired Members shall have a vote on matters that come before the membership; except that, Student Members serving on the Executive Committees and Student Members serving in the Representative Assembly shall have votes on those matters coming before their respective committees or the Representative Assembly on which they serve.

Section 2.10. *Annual Dues.* The Board of Directors, at its discretion, shall set and may change from time to time the amount of the annual dues of TAHPERD. The annual dues shall begin with February, May, or October as indicated by the applicant and for continued membership; annual dues shall be paid in the same month each calendar year thereafter for renewals. All members shall receive the TAHPERD Journal and other such materials TAHPERD publishes or distributes to its members, as determined by the Board of Directors.

Five Year Membership Plan: TAHPERD also has a five year extended membership plan. Cost of this plan is to be calculated as 87% of the cost of five single year payments and must be paid for in equal payments (33 1/3%) over three consecutive months.

Section 2.11. *Good Standing.* Only members in good standing (dues currently paid) may vote or hold office in TAHPERD. A members' failure to pay dues within 60 days from the due date shall result in the termination of such person's membership in TAHPERD. Any person may be restored to membership in good standing by the payment of the outstanding dues.

Article III: ORGANIZATION

Section 3.1. *Organizational Divisions.* The membership of TAHPERD shall be divided into Regions, Divisions, and Sections (defined below) for purposes of providing representation within and officers for the organization of TAHPERD.

Section 3.2. *Regions.* TAHPERD shall be divided into twelve (12) geographical regions. Each of these Regions shall act as Sections of the Regional Division. Section officers will act as delegates to the Representative Assembly (defined below) and may conduct workshops or conferences as the Regions deem appropriate.

Section 3.3. *Divisions.* TAHPERD shall be divided into seven divisions (the "Divisions"):
(a) College, (b) Dance, (c) General, (d) Health, (e) Physical Education, (f) Recreation, and (g) Regional. Each Division shall have an "Executive Committee" composed of a Vice President, Vice President-elect, immediate Past Vice President, and a representative from the Student Members. These officers shall be nominated and elected by the Representative Assembly as approved in Article VI below; except that, the representative from the Student Members shall be selected by these officers after their election. The Executive Committee shall conduct such activities as are deemed necessary or appropriate between the Annual Conventions of TAHPERD to carry out the purposes of the Division and to ensure the continuity of their operations.

Section 3.4. *Sections.* The Divisions shall be divided into the following sections (the "Sections"):

College Division

College Administrators Section
College Basic Activities Section
Assessment and Evaluation Section
Research Section
Student Section

Dance Division

Dance Aesthetics Section
Dance Education Section
Dance Related Activities Section
Dance Performance Section
Recreational Dance Section

General Division

Elementary and Secondary School Administrators Section
Ethnic Minority Section
Jump Rope and Hoops for Heart Section
Sports Management Section

Technology Section

Health Division

Community Health Education Section
Health Promotions Section
Instructional Program Section
Professional Education Section

Physical Education Division

Adapted Physical Education Section
Boys' and Men's Sports Section
Early Childhood Education Section
Elementary School Physical Education Section
Girls' and Women's Sports Section
Gymnastics Section
Middle and Secondary School Physical Education Section
Professional Education Section

Recreation Division

Adventure Education Section
Aquatics Section
Leisure Activities and Sports Section
Outdoor Education Section

Regional Division

Regions 1-12 Sections

- (a) *Purpose.* The name of each Section describes and shall refer to the primary interests of members who constitute the Section, and each Section shall have the right to fix the qualifications of its members. The chief purposes of each Section shall be to evaluate current events in their areas of interest, assist in programs related to their area of interest, and carry out such other activities as the members of the Section shall identify. The activities of each Section shall culminate in conducting or collaborating in at least two programs to be presented at the Annual Convention. These programs may be attended by any member of TAHPERD. Each Regional Division Section is responsible for holding elections at convention but is not required to provide programs.
- (b) *Formation and Termination.* New Sections may be formed upon the petitioning of the Board of Directors through the Executive Committee by fifty (50) Professional Members with a common interest in a subject not currently represented by an existing Section, and upon the approval of the Representative Assembly. The petition must contain a rationale for formation of the section and a list of section officers for the first year. It must be presented in person to the Board of Directors and, if recommended for approval by the Board, to the Representative Assembly for final approval. Existing Sections may be dissolved through the same process or, at the discretion of the TAHPERD Executive Committee after a review of the section's viability by the Division Executive Committee with input from division committee

members. Section reviews will be conducted on a three (3) year basis and shall include reviews of:

1. Effective leadership by section officers as evidenced by:
 - a. having provided a complete slate of officer candidates, including student representative in the section report to the Board of Directors by October 31;
 - b. Having conducted two programs at the previous convention;
 - c. Being active at leadership and summer conferences;
 - d. Having attended the Representative Assembly;
 2. Programming, as evidenced by:
 - a. program quality
 - b. members' attendance at section program meetings.
- (c) *Executive Committee.* Each Section shall have an "Executive Committee" composed of the officers of the Section, the immediate Past Chair of the Section, and a representative from the Student Members. The Executive Committee shall conduct such activities as are deemed necessary or appropriate between the Annual Conventions of TAHPERD to carry out the purposes of the Section and to ensure the continuity of its operation.
- (d) *Officers.* Section officers shall consist of a Chair, a Chair-elect, a Past Chair, and a Secretary, except for the Student Section officers which are Chair, Chair-elect, 1st Vice Chair, 2nd Vice Chair, and Secretary. The Chair shall make an annual report for the Section to the Executive Director of TAHPERD at least thirty (30) days prior to the Annual Convention. Following the Section elections during the Annual Convention, the Chair shall make a report to the Executive Director on the Sections' convention programs and listing the new officers of the Section. The Section's officers shall serve as the nominating committee for their successors in office and no such officers may succeed themselves.
- (e) *Election of Officers.* The Officers of the Sections shall be elected by the votes of the voting members of each particular Section at the official meeting of the Section during the Annual Convention. This election shall be conducted in accordance with the Operating Code adopted and approved by the Board of Directors for such purpose. Those persons nominated for office must be actively engaged in the area of interest represented by the Section. If a vacancy occurs in the office of Chair, then the Chair-elect shall become Chair for the remainder of the term. If a vacancy occurs in the offices of Chair-elect or Secretary, the person with the second highest vote in the election for such offices shall assume these offices. If this person is unable to serve, then the President of TAHPERD shall appoint a duly qualified member to the office of Chair-elect or Secretary.

Section 3.5. Local Units. Members in metropolitan areas or in a county in Texas may form a local unit of TAHPERD and develop their own organization; provided that, no such organization shall conflict with the terms or provisions of the Articles of Incorporation and Bylaws of TAHPERD, and such organization shall be operated in accordance with the Operating Code approved and adopted by the Board of Directors for such organization.

Article IV: Board of Directors

Section 4.1. Duties. The affairs of TAHPERD shall be managed by the Board of Directors.

Section 4.2. Board of Directors. The Board of Directors shall consist of the President, President-elect, the immediate Past President of TAHPERD; the Vice Presidents, Vice Presidents-elect, and immediate Past Vice Presidents of the Divisions; the Chair and Chair-elect of the Student Section. The Executive Director will be a non-voting member of the Board of Directors.

Section 4.3. Absences. A Board member missing two regularly scheduled meetings without sufficient excuse will be automatically eliminated from the Board. Decisions concerning “sufficient cause” will be made by the Executive Committee.

Section 4.4. Disqualification. No member may serve on the Board of Directors in two capacities at the same time. Current officers cannot resign their office to run for another office. See Section 5.8.

Section 4.5. Consultants. The consultants to the Board of Directors are, the Parliamentarian (appointed by the President), agents from the Texas Education Agency, the Jump Rope and Hoops for Heart Task Force, and the Governor’s Commission on Physical Fitness (if available). Consultants do not initiate action or vote.

Section 4.6. Voting. Fifty (50%) percent plus one or more members of the Board of Directors shall constitute a quorum for the transaction of business. A majority or 2/3 vote, depending on the business being transacted, will be determined by those voting.

Section 4.7. Responsibilities. The Board of Directors shall be responsible for the fiscal affairs of TAHPERD. Except as otherwise provided in these Bylaws, the Board of Directors shall initiate and transact all business of TAHPERD including, without limitation, the workshops and conferences to be held and supported by TAHPERD each calendar year. The Board of Directors and the Executive Director shall make an annual report to the Representative Assembly of its activities and those proposed for the ensuing fiscal year of TAHPERD including, without limitation, TAHPERD’s budget. All members of the Board of Directors and the Executive Director, will make a written report no later than thirty (30) days before both spring and winter Board meetings.

Section 4.8. Participation by Members. The members of TAHPERD may attend the meetings of the Board of Directors without voice or vote. At the request of a member of the Board of Directors and upon a simple majority vote of the Board of Directors, a visitor may address the meeting on a stated topic.

ARTICLE V: Officers

Section 5.1. Officers. The “Officers” of TAHPERD shall consist of the President, the President-elect, and the immediate Past President; the Vice Presidents, the Vice Presidents-elect, and the immediate Past Vice Presidents of the Divisions, and the Executive Director.

Section 5.2. *President.* The President shall act as the Chair of the Representative Assembly, and the Board of Directors. The President shall (a) serve on the Representative Assembly of AAHPERD and the Southern District of AAHPERD as one of TAHPERD's representatives; (b) appoint representatives from TAHPERD to serve on the Representative Assembly of AAHPERD and the Southern District of AAHPERD; (c) work with the Executive Committee, the TAHPERD Conventions and Meeting Director, and the Division Vice Presidents to plan the general program of the Annual Convention; (d) appoint members to TAHPERD Standing Committees, and ad hoc Committees; (e) submit a written report no later than thirty (30) days before the Spring and Winter Board Meeting; (f) present an annual report to the Representative Assembly; (g) select recipient(s) of TAHPERD Distinguished Service Citation; and (h) perform such other duties as are ordinarily conducted by the President.

Section 5.3. *President-elect.* The President-elect shall act for the President in the President's absence, and in the event of a vacancy in the office of the President, shall become President for the remainder of the term. The President-elect shall be a member of the Board of Directors, Representative Assembly, and perform such other duties as needed.

Section 5.4. *Past President.* The immediate Past President shall be a member of the Board of Directors, Representative Assembly. The Past President shall provide the President with the benefits of his/her past experience and aid TAHPERD as reasonably requested by the Board of Directors.

Section 5.5. *Executive Director.* The Executive Director shall be appointed by the Board of Directors. The Executive Director shall keep a written record of the proceedings of TAHPERD as hereinbefore and hereinafter provided. No later than thirty (30) days before the Spring and Winter Board Meetings of TAHPERD, the Executive Director shall make an annual written report of the proceedings and status of TAHPERD to the Board of Directors, the Representative Assembly, and AAHPERD. The Executive Director shall be responsible for and record all applications and dues for membership in TAHPERD; compile, publish, and disseminate a membership directory of all members of TAHPERD; direct the collecting of materials and articles and oversee the editing of the TAHPERD Journal and such other literature as the Board of Directors may direct; and shall receive, file, and maintain the annual reports, written records, and other official communications of TAHPERD. The Board of Directors shall determine the other duties and shall approve the remuneration of the Executive Director.

Section 5.6. *Vice Presidents.* The Vice Presidents of the Divisions shall be responsible for the programs of their particular Division at the Annual Convention of TAHPERD. Each Vice President shall encourage the Sections in their Division to present or to collaborate in presenting programs at the annual Convention of TAHPERD and to carry out constructive work useful to the members of TAHPERD or the general public throughout the year and shall render assistance to the Sections for this purpose. The Vice Presidents may collaborate with each other for the purpose of presenting a program by two or more Divisions at the Annual Convention. The Vice Presidents shall make annual written reports of their respective Division to the Executive Director not later than thirty (30) days before the Spring and Winter Board Meetings and shall perform such other duties as needed.

Section 5.7. *Election of Officers.*

There shall be a Nominating Committee for the President-elect of TAHPERD and a separate Nominating Committee for each of the offices of Vice President-elect. The Nominating Committees shall be standing Committees and the committee members shall be appointed by the President and confirmed by the Representative Assembly during its meeting at the Annual Convention. The Nominating Committee for the President-elect shall be composed of six members, at least two such members shall be selected from elementary and secondary education in Texas and two from a Texas college or university; at least two shall be women and two shall be men, and at least one from each field of health, physical education, recreations, and dance. Each of the Nominating Committees for Vice President-elect shall be comprised of three members, Each committee shall reflect the gender, various educational levels of membership, and divisions within TAHPERD. All members of the Nominating Committees for Vice Presidents-elect must be actively engaged the discipline or geographic area to be represented by the office. Each member of the Nominating Committees shall serve a three year term and the terms shall be staggered such that one third of the members of each committee are appointed each year. The President shall appoint one member of each committee to serve as Chair of such committee for a one year term. Persons selected to serve on a Nominating Committee must have been a member of TAHPERD for three (3) years prior to their selection and must agree to serve in such capacity prior to their selection.

(a) The Nominating Committees shall: 1) not nominate a member for an office if such member is an officer or has accepted a nomination to another office in TAHPERD or is a member of the Nominating Committee responsible for selecting members for such office (nor may any member of a Nominating Committee resign from such committee to accept the nomination from such committee); 2) only nominate members for President who have been members of TAHPERD for the proceeding five (5) years and only nominate members for Vice President who have been members of TAHPERD for the preceding three (3) years; and 3) only nominate members for the office of Vice President who are actively engaged in the area represented by the office for which nominated. The Nominating Committees, with regards to their respective duties, shall recommend a slate of two candidates for each of the following offices: President-elect of TAHPERD and Vice Presidents-elect for the Divisions. After a Nominating Committee has submitted its slate, the President shall call for nominations from the floor during the annual meeting of the Representative Assembly.

(b) The officers shall be elected from the nominees, by secret ballot at the Representative Assembly at the Annual Convention for TAHPERD. If no candidate has a clear majority (greater than 50% of the members present) on the first ballot, the two candidates with the highest number of votes shall be voted on again. The President will vote his/her choice for each office and place the ballot in a sealed envelope marked for that election. The envelope with the President's vote will not be opened unless there is a tie. The candidate receiving the highest numbers of votes shall be elected. If a tie occurs, those tallying the votes will open the President's envelope and the ballot will be used to break the tie. If a vacancy occurs in the office of the President-elect or one of the five offices of Vice President-elect, the member with the second highest vote in the original election shall assume the office so vacated. If this member is unable to serve, the member with the third highest vote shall assume the office. If neither of these persons shall then accept or qualify for

such office, the President, in consultation with the Executive Committee, shall appoint a Professional Member to serve on an interim basis until the next regular meeting of the Representative Assembly.

Section 5.8. Disqualification. No member shall be nominated to an office if, upon election, such member would hold two offices in TAHPERD simultaneously. Likewise, no member who has been appointed to a Nominating Committee may resign from the committee to accept the nomination of such committee. None of the following officers shall be entitled to resign from their office to accept a nomination to another office: President, President-elect, immediate Past President, Vice President, Vice President-elect, immediate Past Vice President, Section Chair, Section Chair-elect, immediate Past Section Chair, Section Secretary, Regional Representative, or Board of Directors.

ARTICLE VI: REPRESENTATIVE ASSEMBLY

Section 6.1. Representative Assembly. The “Representative Assembly” shall consist of the officers of the Board of Directors; two student representatives from each Division; the Chairs, Chairs-elect, and immediate Past Chair of each of the Sections; the Student Section Vice Chairs. There is to be an additional delegate per region for each 100 Professional and Retired Members greater than 200 Professional and Retired Members.

Section 6.2. Regional Delegates. The President, in consultation with the Regional Division Vice Presidents, shall appoint the regional delegates to the Representative Assembly. The Executive Director shall notify the Regional Division Vice Presidents and appropriate Region Section Chair of the number of representatives the Region is entitled to send to the Representative Assembly. This notice shall be sent on September 1 of each calendar year and the number of delegates authorized shall be based on a membership count for the Region on the immediately preceding August 1 of such calendar year.

The delegates from the Regional Division for the Representative Assembly would be determined by:

- A. The three Vice Presidents of the Regional Division would attend the RA as members of the Board of Directors.
- B. The Section officers, Chairs, Chair-elects, and Past Chairs of the Regional Division, would attend the RA.
- C. In addition to these, would be an additional delegate per region for each 100 Professional and Retired Members greater than 200 Professional and Retired members.

Section 6.3. Duties. The Representative Assembly shall effect all changes in the Articles of Incorporation and Bylaws, elect officers, initiate such business, as it deems desirable for TAHPERD, and adopt or ratify the actions taken by the Board of Directors or veto any such action. A veto of an action taken by the Board of Directors shall require a three-fourths vote of those present at an official meeting of the Representative Assembly.

Section 6.4. Non-Voting Member. The Executive Director shall keep a record of all proceedings of the Representative Assembly and shall be a non-voting member of the Representative Assembly.

Section 6.5. Meetings. The Representative Assembly shall meet at the time and place of the Annual Convention of TAHPERD. Special meetings may be called by the President with the approval of the majority of the Board of Directors or upon the written request of the majority of the Representative Assembly.

Section 6.6. Quorum. Sixty (60%) percent of the members of the Representative Assembly, present in person, shall constitute a quorum for the transaction of business.

Section 6.7. Voting. Members of the Representative Assembly shall each have one vote during any action of the Representative Assembly.

Section 6.8. Participation of Members. The members of TAHPERD may attend the meetings of the Representative Assembly without voice or vote. At the request of a member of the Representative Assembly and upon the consent of a simple majority of the Representative Assembly, a visitor may address the meeting on a stated topic.

ARTICLE VII: COMMITTEES

Section 7.1. Committees. TAHPERD shall have Standing Committees and ad hoc Committees. The establishment of any such committee or the delegation of authority to a committee shall not relieve the Board of Directors, or any individual director, of such director's responsibilities imposed by these Bylaws or otherwise imposed by law. No committee shall have the authority to:

- (a) amend the Articles of Incorporation;
- (b) adopt a plan of merger or a plan of consolidation with another corporation;
- (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of TAHPERD;
- (d) authorize the voluntary dissolution of TAHPERD;
- (e) revoke proceeding for the voluntary dissolution of TAHPERD;
- (f) adopt a plan for the distribution of the assets of TAHPERD;
- (g) amend, alter, or repeal the Bylaws;
- (h) elect, appoint, or remove a member of a committee or a director or officer of the Corporation;
- (i) take any action against the scope of authority delegated to it by the Board of Directors;
- (j) take final action on a matter that requires the approval of the Board of Directors or the Representative Assembly

Section 7.2. Appointment and Term. Members of the Standing Committees shall be appointed by the President and approved by a majority of the Board of Directors. Members of the ad hoc committees shall be appointed by the President, but shall not require the approval of the Board of Directors. If the Board of Directors delegates any of its duties to a committee, the majority of members on the committee shall consist of members of the Board of Directors. The members of the Standing committees shall be appointed for staggered, three-year terms and committee members shall not have consecutive terms except in unusual circumstances and upon specific approval of the Board of Directors. The number of members on these committees shall be a multiple of three except in the case of specified ex officio members.

Section 7.3. *Qualifications of Members of Committees.* The members of Standing Committees and ad hoc committees shall be Professional Members of the Association, except that one Student Member may be appointed to each committee as a representative from the Student Section. Individuals appointed to serve on committees must be members in good standing of TAHPERD at the time of their appointment and upon the expiration of such individual's membership in TAHPERD such committee member shall be removed from the committee.

Section 7.4. *Standing Committees.* The Standing Committees shall be: Awards, College, Dance, Finance, Future Directions, Health Education, Jump Rope and Hoops for Heart, Nominating, Personnel, Physical Education, Adapted Physical Activity, Legislative Affairs, Recreation, Bylaws and Rules Review, and the TAHPERD Scholar Selection.

Section 7.5. *ad hoc Committees.* The ad hoc Committees shall be indefinite in number, shall be appointed for relatively specific duties only, shall be appointed for comparatively short periods of time, and shall not be delegated any of the duties of the Board of Directors.

Section 7.6. *Functions.* The functions, organization, and methods of procedure of all committees shall be prescribed in their respective Operating Codes adopted by the Board of Directors pertaining to such committees and all such committees shall operate in accordance with such codes.

Section 7.7. *Annual Reports.* All committee chairs shall make written reports of the activities of the committee to the Board of Directors. These reports are due in the TAHPERD office no later than thirty (30) days prior to both the spring and winter meetings of the TAHPERD Board of Directors.

ARTICLE VIII: ANNUAL CONVENTION

Section 8.1. *Annual Convention.* TAHPERD shall conduct an Annual Convention at a place identified by the Board of Directors and approved by the Representative Assembly. Plans for the Annual Convention shall be the primary responsibility of the Officers of the Board.

Section 8.2. *Program Planning Meeting.* The planning of the annual convention program shall be accomplished by consultation of: The Officers of the Board and invited Chairs of up to two Sections in each Division as needed, and other such appointments as the Executive Committee deems desirable. The President shall appoint a local convention manager(s) to assist the TAHPERD Director of Conventions and Meetings in the coordination and management of the Annual Convention.

ARTICLE IX: PUBLICATIONS

Section 9.1. *Official Publications.* The TAHPERD Journal shall be published three times per year. Each year the Fall issue shall be published in October, the Spring issue in March, and the Summer issue in July. The Membership Directory shall be published annually. Newsletters and Updates shall be published when appropriate.

Section 9.2. *Other Materials.* Other materials may be published and/or distributed by TAHPERD to any or all members as determined by the Board of Directors.

ARTICLE X: AWARDS

Section 10.1. *Awards.* TAHPERD shall recognize meritorious service of its members through the presentation of the “David K. Brace Award,” and the “Honor Award” and of non-members through the presentation of the “Distinguished Service Citation.” The Awards Committee, subject to their Operating Code, shall identify and inform the Board of Directors of the recipients of all awards and other recognition by TAHPERD including, but without limitation, the selection of outstanding teachers or professionals of the year or citations for those members exhibiting unique qualities or abilities in the promotion for the profession. The Board of Directors shall be informed of the recipients' names before the award shall be granted or announced to the membership or the general public.

Section 10.2. *The David K. Brace Award.* The David K. Brace Award shall be awarded to members who are clearly outstanding in the professions of health, physical education, recreation, or dance; who exemplify the best in service, teaching, or administration; who are recognized by members of TAHPERD as noteworthy leaders; and whose lives and contributions inspire others. To be eligible, a person must have served the profession for a minimum of twenty (20) years in Texas, must have been a member of TAHPERD for a minimum of ten (10) successive years prior to nomination, must have received some form of state, district, or national award for their professional contributions, and have documented evidence of extensive professional involvement in an associated national organization such as AAHPERD.

Section 10.3. *The Honor Award.* The Honor Award shall be awarded to members who have made significant contributions to health, physical education, recreation, and/or dance resulting from excellence in teaching, outstanding administrative achievement, significant contributions to research, leadership in professional associations at the state, district, and national levels, including TAHPERD; contribution to professional literature; and outstanding community service. To be eligible, a member must have served the profession for a minimum of ten (10) years in Texas and must have been a member of TAHPERD for five (5) successive years prior to nomination.

Section 10.4. *Educator/Professional of the Year.* The Educator/Professional of the Year Award recognizes outstanding professionals in Dance, Health, Physical Education, and Recreation. To be eligible, a member must have been a member of TAHPERD for three successive years prior to nomination.

Section 10.5. *Scholar.* The TAHPERD Scholar recognition is awarded to an individual in the HPERD profession who is recognized nationally and statewide for their expertise. The person must be actively engaged in the profession for ten years as demonstrated by publications, presentations, and/or creative endeavors.

Section 10.6. *Emerging Professional Award.* The Emerging Professional Award is presented to an individual who has been a professional five or fewer years in the fields of HPERD. The recipient demonstrates excellence in professional duties such as teaching, coaching, and/or administration and leadership and service to the profession.

Section 10.7. *The Distinguished Service Citation.* The Distinguished Service Citation shall be awarded to organizations, agencies, or individuals outside the profession for meritorious service and contributions in the fields of health, physical education, recreation, or dance in Texas. The President of TAHPERD shall select the recipient.

ARTICLE XI: RULES OF ORDER

Section 11.1. *Robert's Rules of Order.* All meetings of TAHPERD including, without limitation, meetings of the Board of Directors, Representative Assembly, Executive Committee, or other committees shall be conducted in accordance with Robert's Rules of Order, as revised; except that, TAHPERD's Articles of Incorporation, Bylaws, and the operating codes adopted by the Board of Directors shall prevail in the event of a conflict with such rules of order.

ARTICLE XII: BOOKS AND RECORDS

Section 12.1. *Required Books and Records.* TAHPERD shall maintain correct and complete books and records. TAHPERD's books and records shall include, without limitation:

- (a) a file-endorsed copy of all documents filed with the Texas Secretary of State relating to TAHPERD, including, without limitation, the Articles of Incorporation and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent;
- (b) a copy of the Bylaws and any amended versions or amendments to the Bylaws;
- (c) minutes of the proceedings of the Board of Directors, the Representative Assembly, the Executive Committees, and all committees having any of the authority of the Board of Directors;
- (d) a list of the names and addresses of all members of TAHPERD and the directors, officers, and any committee members of TAHPERD;
- (e) a financial statement showing the assets, liabilities, and net worth of TAHPERD at the end of the three most recent fiscal years;
- (f) a financial statement showing the income and expenses of TAHPERD for the three most recent fiscal years;
- (g) all rulings, letters, and other documents relating to TAHPERD's federal, state, and local tax status;
- (h) all tax returns (income and other) filed by TAHPERD with any governmental authority (state, federal, or local).

Section 12.2. *Inspection and Copying.* Any member of TAHPERD may inspect and obtain copies (at their expense) of any book or record of TAHPERD required to be kept by the Bylaws; provided that, such member first requests to make such inspection and the purpose thereof in writing. Any person entitled to inspect and copy TAHPERD's books and records may do so. A person entitled to inspect TAHPERD's books and records may do so at a reasonable time no later than ten (10) working days after TAHPERD's receipt of a proper written request. The Board of Directors shall establish and charge reasonable fees for copying any of TAHPERD's books and records and may require the payment of these fees prior to the delivery of the books and records for copying.

Section 12.3. *Audits.* Any member shall have the right to have an audit conducted of TAHPERD's books. The member requesting the audit shall bear the expense of the audit

unless the majority of the members of TAHPERD or the Board of Directors vote to authorize the payment of such audit expenses. The Board of Directors shall select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject TAHPERD to an audit more than once in a any fiscal year.

ARTICLE XIII: INDEMNIFICATION

Section 13.1. *When Indemnification is Required, Permitted, and Prohibited.*

- (a) TAHPERD shall indemnify a director, officer, committee member, employee, or agent of TAHPERD who was, is, or may be named defendant or respondent in any proceeding as a result of his/her actions or omissions within the scope of his/her official capacity in TAHPERD. For the purpose of this article, an agent includes on who is or was serving at the request of TAHPERD as a director, officer, trustee, employee benefit plan, or other agency. However, THAPERD shall indemnify a person only if she/he acted in good faith and reasonably believed that the conduct was in TAHPERD's best interests. In a case of a criminal proceeding, the person may be indemnified only if she/he had no reasonable cause to believe that the conduct was unlawful. TAHPERD shall not indemnify a person who is found liable to TAHPERPD or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been made and exhausted.
- (b) The termination of a proceeding by judgement, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent does not necessarily preclude indemnification by TAHPERD.
- (c) TAHPERD shall pay or reimburse expenses incurred by a director, officer, member, committee member, employee, or agent of TAHPERD in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting TAHPERD when the person is not a named defendant or respondent in the proceeding.
- (d) In addition to the situations otherwise described in this paragraph, TAHPERD may indemnify a director, officer, member, committee member, employee, or agent of TAHPERD to the extent permitted by law. However, TAHPERD shall not indemnify any person on any situation in which indemnification is prohibited by the terms of Section 13.1 (a) above.
- (e) Before the final disposition of proceeding, TAHPERD may pay indemnification expenses permitted by these Bylaws and authorized by the Board of Directors of TAHPERD. However, TAHPERD shall not pay indemnification expense to a person before the final disposition of a proceedings if: the person is named defendant or respondent in any proceeding brought by TAHPERD, the person is alleged to have improperly received a personal benefit, or the person is alleged to have committed willful or intentional misconduct.
- (f) If TAHPERD is permitted to indemnify a person under these Bylaws, such a person may be indemnified against judgements, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceedings.

Section 13.2. *Procedures Relating to Indemnification Payments.*

- (a) Before TAHPERD pays any indemnification expenses (including attorney's fees), TAHPERD shall determine that indemnification is permissible, authorize indemnification and determine that expenses to be reimbursed are reasonable, except as provided in Section 13.2 (c) below. TAHPERD may make these determinations and decisions by any one of the following procedures:
- 1) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - 2) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act on the matter of a majority vote of all directors, consisting solely of three or more directors, who at the time of the vote are not named defendants or respondents in the proceedings.
 - 3) Determination by special legal counsel selected by the Board of Directors by vote as provided in Section 13.2 (a)(1), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.
 - 4) Majority vote of members of the representative Assembly, excluding directors who are named defendants or respondents in the proceedings.
- (b) TAHPERD shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by Section 13.2 (a)(3) above, governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, the Bylaws, or a resolution by the Representative Assembly or the Board of Directors that requires that indemnification permitted by Section 13.1 above constitutes sufficient authorization for indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification was permissible.
- (c) TAHPERD shall pay indemnification expenses before final disposition of a proceeding only after TAHPERD determines that the facts then known would not preclude indemnification, and TAHPERD receives a written affirmation and undertaking from the person to be indemnified as provided herein below. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under Section 13.2 (a) above. The person's written affirmation shall state that she/he has met the standard of conduct necessary for indemnification under these Bylaws. Such person's written undertaking shall provide for repayment of the amount paid or reimbursed by TAHPERD if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to the financial ability to make repayment.
- (d) Any indemnification or advance of expenses shall be reported in writing to the members of TAHPERD. The report shall be made no later than in the second publication of the TAHPERD Journal following the date of the indemnification or advance.

ARTICLE XIV: NOTICES

Section 14.1. *Notice by Mail, Electronic Mail, or Telegram.* Any notice otherwise required or permitted by the Bylaws to be given to a member, director, officers, or member of a committee of TAHPERD through publication in the TAHPERD Journal may also be given by mail, electronic mail, or telegram. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his/her address as it appears on the records of TAHPERD, with postage prepaid. If sent by electronic mail, it will be deemed to be delivered when confirmed as sent by electronic mail acceptance. If given by telegram, a notice shall be deemed to be delivered when accepted by a telegraph company and addressed to the person at his/her address as it appears on the records of TAHPERD. If faxed, a notice shall be deemed to be delivered when it has been confirmed by the Fax machine records. A person may change his/her address by giving written notice to the TAHPERD state office or changing via the TAHPERD web site.

Section 14.2. *Signed Waiver of Notice.* Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive notice shall be deemed the equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Section 14.3. *Waiver of Notice by Attendance.* The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XV: SPECIAL PROCEDURES CONCERNING MEETINGS

Section 15.1. *Meeting by Conference-calls.* The Board of Directors or any committee of TAHPERD may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can interact with each other. The notice that the meeting will be a conference-call, to be held by telephone or interactive video, must include how the meeting will be arranged for members to participate, as well as all other matters required shall be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

Section 15.2. *Decisions Made During Conference-calls.* Any decision required or permitted to be made at a meeting of the Board of Directors or any committee of TAHPERD may be made utilizing the conference-call method provided that all requirements regarding voting are met (Article IV, Section 4.6). Decisions made during a conference-call meeting must be filed in the TAHPERD office within ten (10) working days and must be reported at the next meeting of the Board of Directors.

Section 15.3. *Voting by Mail Ballot.* A vote may also be taken by mail ballot. In such an event, ballots shall be mailed to all members entitled to vote at such member's most recent address of record by first class mail. For a ballot vote to be counted, it must be signed by the member entitled to vote thereon and returned to the Executive Director no later than the date stated in the ballot which date in no event shall be earlier than 20 days or later than 40 days after the date such ballots are deposited with the United States Postal Service for mailing.

Section 15.4. *Voting by Electronic Ballot.* A vote may also be made by electronic ballot. In such an event, ballots are sent to all members entitled to vote. If a ballot is not deliverable or a member does not have access, a mail ballot is to be used. When using electronic ballots, confidentiality of all communications concerning the voting must be upheld.

ARTICLE XVI: AMENDMENTS

Section 16.1. *Amendments to the Articles of Incorporation or Bylaws.* Amendments or changes to the Articles of Incorporation or these Bylaws shall first be approved and adopted by the Board of Directors. Upon such approval and adoption, the Board of Directors shall recommend such amendment or change to the Representative Assembly by publishing such amendment or change in the TAHPERD Journal or by mailing such recommended amendment or change to all members of the Representative Assembly at least twenty one (21) days before a vote is to be taken with respect to such amendment or change. An affirmative vote of two-thirds of the members of the Representative Assembly at an official meeting at which a quorum is present or by vote taken through the mail shall be required for such an amendment or change to become effective. No vote shall be counted if received thirty (30) days after the ballots pertaining to such vote are mailed to the members of the Representative Assembly. The notice published or mailed relating to the meeting or ballot pertaining to the amendment or change to the Articles of Incorporation or Bylaws shall include the text of the proposed amendment or change as well as the text of the existing provisions proposed to be amended or changed. Amendments and changes approved and adopted by the Representative Assembly shall be published in the winter or spring issue of the TAHPERD Journal and the succeeding annual Membership Directory and Reference Manual.

ARTICLE XVII: MISCELLANEOUS PROVISIONS

Section 17.1. *Legal Construction.* These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in these Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or inability to enforce shall not affect any other provision and these Bylaws shall be construed as if the invalid, illegal, and unenforceable provision had not been included in these Bylaws.

Section 17.2. *Headings.* The headings used in these Bylaws are used for convenience only and shall not be considered in construing the terms of these Bylaws.

Section 17.3. *Power of Attorney.* An officer or agent of TAHPERD may execute any instrument, document, or agreement on behalf of TAHPERD by means of a power of attorney if an original executed copy of the power of attorney is provided to the Executive Director prior to the use of such power of attorney. Such powers of attorney shall be kept with the other records of TAHPERD.

These Bylaws were duly adopted by the Texas Association for Health, Physical Education, Recreation, and Dance, Inc. on the 26th day of March 1990.

Amended:

February 1993
December 1993
December 1995
December 1996
December 1998
April 1999
November 2000
November 2001
December 2003
December 2004