

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 1000 Heritage Center Circle, Round Rock, Texas 78664. 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 2: MEMBERSHIP

Section 2.1. *Members.* The membership of TAHPERD shall consist of Professional Members, Associate Members, Student Members, Retired Members, and Emeritus Members.

Section 2.2. *Professional Members.* Professional Members are individuals educated with university or college degrees and/or certified professionals employed in the fields of health education, physical education, recreation, or dance.

Section 2.3. *Associate Members.* Associate Members are individuals not qualifying for another form of membership, for example, teacher aides, teachers certified in another teaching area.

Section 2.4. *Student Members.* Student Members are undergraduate students and full-time graduate students, enrolled at colleges and universities 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/or attending graduate school part time must be professional members.**

Section 2.5. *Retired Members.* Retired Members are individuals who have retired from employment in health education, physical education, recreation, and dance professions 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. Individuals who qualify for membership as a Retired Member shall be eligible to participate in all activities of TAHPERD, including holding office and voting. **Individuals who are employed in the fields of health education, physical education, recreation, or dance and/or attending graduate school part time must be professional members.**

Section 2.6. Emeritus Members. Emeritus Members are individuals who have been a Professional Member of any state association of Health Education, Physical Education, Recreation, 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 and who have retired from employment in the fields 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 Texas HPERD Journal without cost. **Individuals who are employed in the fields of health education, physical education, recreation, or dance and/or attending graduate school part time must be professional members.**

Section 2.7. Membership Applications. All prospective members of TAHPERD must submit an application for membership. The Executive Director shall determine whether the individual qualifies for membership in TAHPERD, and the type of membership assigned in accordance with these Bylaws.

Section 2.8. Rights of Members.

Professional Members and **Retired Members** shall have the right to hold an office and serve as a delegate in the Representative Assembly of TAHPERD.

Associate Members are not entitled to hold office or serve as a delegate in the Representative Assembly of TAHPERD but shall receive all other benefits of membership.

Student Members have the right to hold office in the Student Section and to serve as delegates for the Representative Assembly.

Emeritus Members are eligible, without dues, to participate in all membership activities of TAHPERD, except they may not hold an elected office or serve as a delegate in the Representative Assembly of TAHPERD.

All members shall receive the Texas AHPERD Journal and other such materials TAHPERD publishes or distributes to its members, as determined by the Board of Directors.

Section 2.9. Annual Dues. The Board of Directors shall set the annual dues of TAHPERD. The annual dues shall begin on November 1 of each year.

Five Year Dues Structure: TAHPERD has a five-year dues structure. These dues are to be calculated as 85% of the cost of five single year payments.

Section 2.10. Good Standing. A member is considered in good standing if dues are current. An individual may be restored to membership in good standing by the payment of current dues. Members are able to buy back lapsed years of membership at the current membership rate.

Article 3: ORGANIZATION

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

Section 3.2. Areas. TAHPERD shall be divided into twelve (12) geographical areas. Each of these Areas shall act as Sections of the Area Division. Section officers will act as delegates

to the Representative Assembly (defined below) and may conduct workshops or conferences as the Areas' officers deem appropriate.

Section 3.3. Divisions. TAHPERD shall be divided into seven divisions (the "Divisions"): (a) Area, (b) College, (c) Dance, (d) General, (e) Health, (f) Physical Education, and (g) Recreation. Each Division shall have shared leadership composed of the Vice President, Vice President-elect, and immediate Past Vice President. These officers shall be elected by the Representative Assembly as approved in Section 4 below. The Division Vice Presidents shall conduct such activities as are deemed necessary or appropriate between the Annual Conventions 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:

Area Division

Areas 1-12 Sections

College Division

College Administrators Section

Lifetime Wellness Section

Professional Preparation Section

Research Section

Sport Management Section

Student Section

Dance Division

Dance Aesthetics Section

Dance Pedagogy Section

Dance Performance Section

Dance Cultural, Social, and Wellness Section

General Division

Assessment and Evaluation Section

Diversity Section

Instructional Technology Section

K-12 Administrators Section

Retired Professionals Section

Health Division

Community Health Education Section

Health Promotions Section

Instructional Program Section

Professional Education Section

Physical Education Division

Adapted Physical Education Section

Early Childhood Education Section

Elementary School Physical Education Section

Middle and High School Physical Education Section

Sports Section

Recreation Division
Adventure Education Section
Leisure Activities and Sports Section
Outdoor Education Section
Water Sports Section

- (a) *Purpose.* The name of each Section shall describe and refer to the primary interests of members who constitute the Section. The chief purposes of each Section shall be to evaluate current events and areas of interest, secure at least two programs for Annual Convention and be active in Leadership and Summer Conferences related to their area of interest and carry out other activities the members of the Section identify. These programs may be attended by any member of TAHPERD. Each Area Division Section is responsible for holding elections at convention but is not required to provide programs. The Area Division Section officers are responsible for completing the evaluations of Exhibitor Showcase presentations.
- (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 nominees for section officers for the first year. It must be presented to the Board of Directors. If recommended for approval by the Board, it will be submitted 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 Vice Presidents, and 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 in the section report to the Board of Directors;
 - 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 presentations.
- (c) *Section Chairs.* Each Section shall have shared leadership composed of the officers of the Section: the Chair, Chair-elect, and immediate Past Chair of the Section. The Chairs shall conduct such activities as are deemed necessary or appropriate between Annual Conventions 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, and a Past Chair, except for the Student Section officers which are Chair, 1st Vice Chair, and 2nd Vice Chair. The Chair shall make an annual report for the Section to the Executive Director at least 45 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 voting members attending the Section program designated for elections during the Annual Convention. This election shall be conducted in accordance with the Operating Code. 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, 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.

Article 4: 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 officer of the Board of Directors.

Section 4.3. Absences. A Board member missing two regularly scheduled Board of Directors meetings without sufficient excuse will be automatically removed from the Board. Decisions concerning "sufficient cause" will be made by the Executive Committee. All Board members are strongly encouraged to attend the Leadership Conference, Spring Convention Planning Meeting, Summer Conference, and Annual Convention.

Section 4.4. Disqualification. No member may serve on the Board of Directors in two positions at the same time. Current officers cannot resign their office to run for another office. A Director may not supersede themselves in the same division.

Section 4.5. Consultants. The Parliamentarian is appointed by the President and is a consultant to the Board of Directors and Representative Assembly. Any other consultants may be determined by the Executive Committee. Consultants do not initiate action or vote.

Section 4.6. Voting. Fifty (50%) percent plus one or more of the eligible 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. See Section 16.1 of these Bylaws.

Section 4.7. Responsibilities. The Board of Directors shall be responsible for the fiscal affairs of TAHPERD. The Board of Directors shall initiate and transact all business of TAHPERD including workshops and conferences to be held and supported by TAHPERD each calendar year. The Board of Directors, (President, President-elect, Past President, and the Vice Presidents) and the Executive Director shall make an annual report to the Representative Assembly of the activities and those proposed for the ensuing fiscal year of TAHPERD including-TAHPERD's budget. 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 5: Officers

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

Section 5.2. *President.* The President shall act as the presiding officer of the Representative Assembly, Board of Directors, and the Executive Committee. The President shall (a) work with the Executive Committee, the Executive Director, and the Division Vice Presidents to plan the general programs for the Summer Conference and Annual Convention; (b) appoint members to TAHPERD ad hoc Committees; (c) submit a written report of activities no later than thirty (30) days before the Spring and Winter Board Meetings; (d) present an annual report to the Representative Assembly; (e) select recipient(s) for the TAHPERD Presidential Service Award; and (f) 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. In the event of a vacancy in the office of the President, the President-elect shall become President for the remainder of the term. The President-elect shall be a member of the Board of Directors, Representative Assembly, appoint members to the TAHPERD Standing Committees, serve as chair of the finance committee, 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 and 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. The Past President will plan and preside over the program for the Presidents’ Luncheon during the Annual Convention.

Section 5.5. *Executive Director.* The Executive Director shall be hired by the Board of Directors as recommended by an ad hoc committee and the Personnel Committee. The Executive Director shall keep a written record of the proceedings of TAHPERD. No later than 21 days before the Spring and Winter Board Meetings, the Executive Director shall make an annual written report of the proceedings and status of TAHPERD to the Board of Directors and the Representative Assembly. And provide electronic copies of the Board and Representative Assembly materials to the Past Presidents of TAHPERD. The Executive Director shall be responsible for recording all applications and dues for membership in TAHPERD; make available to members a membership directory of all members of TAHPERD; direct the collecting of materials and articles and oversee the editing of the Texas HPERD Journal and 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 Summer Conference and Annual Convention of TAHPERD. Each Vice President shall: (a) encourage the Sections in their Division to present, solicit, and/or collaborate in presenting at least one program at the Summer Conference and two programs at the Annual Convention; and (b) to carry out constructive work useful to the members of TAHPERD 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 Summer Conference and Annual Convention. The Vice Presidents shall send annual written reports of their respective Division to the Executive Director not later than 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-elect and confirmed by the Representative Assembly and Board of Directors 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, recreation, and dance, and to include at least one Past-President. Each of the Nominating Committees for Vice President-elect shall be comprised of three members. Each committee shall reflect a diversity of the gender, various educational levels of membership, and fields of health, physical education, recreation, and dance within TAHPERD. All members of the Nominating Committees for Vice Presidents-elect must be actively engaged in 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-elect 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) nominate a member for an office only if such member is not an officer, has not accepted a nomination to another office in TAHPERD, or is not 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 the 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 for 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 paper or electronic ballot at the Representative Assembly at the Annual Convention for TAHPERD.
- (c) No member shall be nominated to an office if, upon election, such member holds two offices in TAHPERD simultaneously. Likewise, no member who has been appointed to a Nominating Committee may resign from the committee to accept a 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-elect, immediate Past Section Chair.
- (c) The officers shall be elected from the nominees, by secret paper or electronic ballot at the Representative Assembly at the Annual Representative Assembly at the Annual Convention for TAHPERD. The President will vote his/her choice for each office and place the ballot in a sealed envelope marked for the 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 President, in consultation with the Executive Committee, shall appoint a Professional or Retired Member to serve.

ARTICLE 6: 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 Chairs of each of the Sections; the Student Section Vice Chairs; Area Delegates, and Open Delegates.

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

The delegates from the Area Division for the Representative Assembly would be:

- A. The three Vice Presidents of the Area Division.
- B. The Section officers - Chairs, Chair-elects, and Past Chairs - of the Area Division.
- C. In addition to this, would be one delegate per Area Section for each 100 Professional and Retired Members greater than 200 Professional and Retired members within that Section.

Section 6.3. *Open Delegates.* Up to 10 Professional and/or Retired Members may volunteer to serve as a delegate to the Representative Assembly by notifying the Executive Director of their desire to do so no later than October 1 prior to the Representative Assembly meeting. The Open Delegate must have a minimum of five years of consecutive professional or retired membership and be currently registered for the convention (show a name badge). Open Delegates may only vote for the offices of President-elect and Division Vice Presidents-elect. They may not vote on any business considered by the Representative Assembly.

Section 6.4. *Duties.* The Representative Assembly shall effect all changes in the Articles of Incorporation and Bylaws, elect officers, initiate such business, as it deems necessary for TAHPERD, adopt or ratify the actions taken by the Board of Directors related to the Articles of Incorporation and Bylaws or veto any such action. A veto of an action taken by the Board of Directors shall require a three-fourths (3/4) vote of those present at an official meeting of the Representative Assembly.

Section 6.5. *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. The Parliamentarian will serve as a consultant to the Representative Assembly and will not have a vote.

Section 6.6. *Meetings.* The Representative Assembly shall meet at the time and place of the Annual Convention of TAHPERD. Special meetings, either electronic or in-person, 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 6.7. *Quorum.* Sixty (60%) percent of the members of the Representative Assembly, present, shall constitute a quorum for the transaction of business.

Section 6.8. *Voting.* Members of the Representative Assembly shall each have one vote during any action of the Representative Assembly.

Section 6.9. *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 7: 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-elect 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 these Standing Committees (Adapted Physical Activity (9), Advocacy (3), Awards (9), College (9), Dance (9), Development (9), Exemplary School (12), Finance (12), Health Education (9), K-12 Administrators (9), Nominating Committees (6) and (3), Personnel (9), Physical Education (9), Recreation (9), Scholar (9), Social Media (9), and Sports Leadership (9) shall be appointed for staggered, multiple of 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. Other Standing Committees with a number of members different from the above listed multiples of three membered committees are: Audit-(3); Editorial Board-(5); Finance-(11); Personnel-(7); Rules Review- (3).

Section 7.3. *Qualifications of Members of Committees.* The members of Standing Committees and ad hoc committees shall be Professional and/or Retired Members of the Association. 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: Adapted Physical Activity, Advocacy, Audit, Awards, College, Dance, Development, Exemplary School, Finance, Future Directions, Health Education, K-12 Administrators, Nominating, Personnel, Physical Education, Recreation, Rules Review, Scholar, Social Media, and Sports Leadership.

Section 7.5. *ad hoc Committees.* The ad hoc Committees shall be indefinite in number, shall be appointed for 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.

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 8: ANNUAL CONVENTION

Section 8.1. Annual Convention. TAHPERD shall conduct an Annual Convention at a place identified by the Executive Director and Director of Meetings and Convention. 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. With recommendations from the Executive Director and the Director of Conventions and Meetings, 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 9: PUBLICATIONS

Section 9.1. Official Publications. The Texas HPERD Journal shall be published two times per year. Each year the Fall issue shall be published in August and the Spring issue in March. The Membership Directory shall be available to current members through the TAHPERD website. Electronic Newsletters and Updates shall be distributed 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 10: AWARDS

Section 10.1. Awards. TAHPERD shall recognize meritorious service of its members through the presentation of the following awards: David K. Brace; Honors; Scholar; Teachers and Professional of the Year in K-12 and College/University of Dance, Health, Physical Education, and Recreation; Dance Heritage, K-12 Administrator and College/University Administrator; Pathfinder, Trailblazer, Emerging Professional, President's Service. 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. 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 is TAHPERD's highest honor and 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 the TAHPERD Honor Award, must have received some form of state, district, or national award for their professional contributions.

Section 10.3. *The Honor Award.* The Honor Award shall be awarded to members who have made significant contributions to dance, health, physical education, and/or recreation 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. *Teacher/Professional of the Year.* The Teacher/Professional of the Year Award recognizes outstanding professionals in Dance, Health, Physical Education, and Recreation. To be eligible, a nominee must have been a professional 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 and recently 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 with leadership and service to the profession.

Section 10.7. *The President's Service Award.* The ~~Distinguished~~ President's Service Award may be awarded to organizations, agencies, or individuals outside or within 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(s).

Section 10.8. *Pathfinder Award.* The TAHPERD Pathfinder Award honors women who have demonstrated continuous dedication to the advocacy, recruitment, and enhancement of girls and women in sport and sport leadership in Texas.

Section 10.9. *Trailblazer Award.* The TAHPERD Trailblazer Award honors TAHPERD members who have demonstrated continuous dedication to the advocacy, recruitment, and enhancement of male and/or female sport and sport leadership in Texas.

Section 10.10. *K-12 Administrator of the Year Award.* The K-12 Administrator of the Year Award honors those individuals who have dedicated themselves to excellence as administrators or supervisors, in contributions to their profession, and in service to the mission of TAHPERD. These individuals exemplify the highest standards in accomplishment and innovation, and in strong and vigorous leadership.

Section 10.11. *College/University Administrator of the Year Award.* The College/University Administrator of the Year Award honors those individuals who have dedicated themselves to excellence as administrators or supervisors, in contributions to their profession, and in service to the mission of TAHPERD. These individuals exemplify the highest standards in accomplishment and innovation, and in strong and vigorous leadership.

Section 10.12. *Dance Heritage Award.* The TAHPERD Dance Heritage Award honors TAHPERD members who have demonstrated elite levels of continuous leadership and dedication to the advocacy and enhancement of dance in Texas.

ARTICLE 11: RULES OF ORDER

Section 11.1. *Robert's Rules of Order.* All meetings of TAHPERD including 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 12: 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:

- (a) a file-endorsed copy of all documents filed with the Texas Secretary of State relating to TAHPERD, including 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 seven most recent fiscal years;
- (f) a financial statement showing the income and expenses of TAHPERD for the seven 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) for the most recent seven fiscal years.

Section 12.2. *Inspection and Copying.* Any member of TAHPERD, in good standing, 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 makes a written request to the Executive Director and the request is reviewed by the Executive Committee. 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 during TAHPERD's working hours of Monday-Friday, 8:00am-5:00 pm and within five (5) to ten (10) working days after TAHPERD's receipt of a proper written request. The Board of Directors shall establish and charge reasonable fees for the 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.* The TAHPERD annual budget shall include expenses for an annual audit performed by a CPA of the TAHPERD, Foundation, and Trust fiscal activities. The results of these audits will be shared with the Board of Directors.

ARTICLE 13: 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 one who is or was serving at the request of TAHPERD as a director, officer, trustee, employee benefit plan, or other agency. However, TAHPERD 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 TAHPERD 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 judgment, 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).
- (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 judgments, 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 of the Board of Directors 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 Texas HPERD Journal following the date of the indemnification or advance.

ARTICLE 14: NOTICES

Section 14.1. *Notice by Mail or Electronic Communication.* 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 Texas HPERD Journal may also be given by mail or electronic communication. 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 communication, it will be deemed to be delivered when confirmed as sent by electronic mail acceptance. 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 office or changing it via the TAHPERD web site.

Section 14.2. *Signed Waiver of Notice.* Whenever any notice is required to be given under the provisions of an 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 15: SPECIAL PROCEDURES CONCERNING MEETINGS

Section 15.1. *Meeting by Electronic Communication.* The Board of Directors or any committee of TAHPERD may hold a meeting by electronic communication in which all persons participating in the meeting can interact with each other. The notice that the meeting will be an electronic communication 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 an electronic meeting constitutes the presence of that person at the meeting.

Section 15.2. *Decisions Made During Electronic Communication.* 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 electronic communication provided that all requirements regarding voting are met (Article 4, Section 4.6). Decisions made during an electronic 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 15.43. *Voting by Electronic Ballot.* A vote may 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 16: 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 by the Board of Directors. Upon such approval, the Board of Directors shall recommend such amendment or change to the Representative Assembly by publishing such amendment or change in the Texas HPERD Journal and by emailing such recommended amendment or change to all current members at least 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 or email shall be required for such an amendment or change to become effective. No vote shall be counted if received 30 days after the ballots or electronic

ballots pertaining to such vote are mailed or emailed to the members of the Representative Assembly. The notice published or mailed/emailed 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 spring issue of the Texas HPERD Journal and the TAHPERD website.

ARTICLE 17: 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:

<i>February</i>	<i>1993</i>	<i>November</i>	<i>2001</i>	<i>December</i>	<i>2009</i>
<i>December</i>	<i>1993</i>	<i>December</i>	<i>2003</i>	<i>December</i>	<i>2010</i>
<i>December</i>	<i>1995</i>	<i>December</i>	<i>2004</i>	<i>December</i>	<i>2011</i>
<i>December</i>	<i>1996</i>	<i>December</i>	<i>2005</i>	<i>December</i>	<i>2016</i>
<i>December</i>	<i>1998</i>	<i>December</i>	<i>2006</i>	<i>December</i>	<i>2017</i>
<i>April</i>	<i>1999</i>	<i>November</i>	<i>2007</i>	<i>December</i>	<i>2018</i>
<i>November</i>	<i>2000</i>	<i>December</i>	<i>2008</i>	<i>December</i>	<i>2022</i>