

TEXAS ASSOCIATION OF PROFESSIONAL GEOSCIENTISTS  
BY-LAWS

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# TEXAS ASSOCIATION OF PROFESSIONAL GEOSCIENTISTS

## BY-LAWS

### ARTICLE I. PURPOSES

The purposes of the Texas Association of Professional Geoscientists (TAPG) shall be to promote the professional practice of the geosciences and to maintain the highest standard of care for the profession on a nonprofit basis.

### ARTICLE II. OFFICES

The principal and registered office of the TAPG shall be located in the state of Texas.

### ARTICLE III. MEMBERSHIP

SECTION 1. Membership Classes. The TAPG shall have five classes of members. The classes shall be: Active member, Associate member, Student member, Sustaining organization and Honorary Lifetime member.

SECTION 2. Definition of Term "Member"

*Unless otherwise expressly provided in these By-Laws, the term "member" shall refer only to Active Members. Only members may hold office and vote in TAPG affairs.*

SECTION 3. Active Member. A person who has legally obtained a license as a Professional Geoscientist in the state of Texas may apply for Active membership. The Executive Committee may waive licensure requirements if, in its judgment, an applicant is eligible for licensure as a Professional Geoscientist but has elected, for reason or reasons acceptable to the Board of Directors, to not pursue licensure as a Professional Geoscientist yet has attained standing in the profession. Active members, when accepted for membership in the TAPG, shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 4. Associate Member. Any person not qualified for any other class of membership who is a graduate of a college or university of acceptable academic standards with major studies related to, or generally associated with, the geosciences may apply for membership as an Associate member. The Executive Committee may waive degree requirements, if in its judgment an applicant has adequate professional experience, and has attained professional standing. Associate members shall have those rights and prerogatives designated by the Board of Directors, except the right to vote, hold office, or be a director of TAPG. Associate members may be appointed to serve on a committee as a voting member of that committee with the exception that an Associate member may not serve on either the Executive Committee or the Nominating Committee. The Board of Directors may define from time to time which persons are eligible for associate membership who do not otherwise qualify for active membership in the TAPG.

SECTION 5. Student Member. Any student majoring in the geosciences or in a field of study related to or generally associated with the geosciences at a college or university of acceptable academic standards may apply for Student membership. Student membership shall terminate if the academic enrollment concludes prior to receiving the degree. Student membership may be retained after graduation, but will terminate if the member does not obtain a Professional Geoscientist license in the state of Texas within a time frame acceptable to the Executive Committee and in accordance with guidelines established by the Texas Board of Professional Geoscientists. Student members may not vote or hold

office, but may serve on committees and receive any other rights and privileges designated by the Executive Committee.

SECTION 6. Sustaining Organization. A firm, corporation, institution, agency or association may be elected as a sustaining organization provided that it meets the criteria for this classification of membership as defined by the Board. Such membership shall be approved by a majority of the Board and shall become effective upon payment of dues as determined by the Board. Such sustaining organizations shall not be eligible to hold office or vote in TAPG affairs.

SECTION 7. Honorary Lifetime Member. Honorary Lifetime membership may be bestowed upon any person by a two-thirds (2/3) vote of the Board. Members may nominate individuals to be considered for Honorary Lifetime membership at any time. Honorary Lifetime members shall have the same rights, privileges and responsibilities as all other members and pay no dues.

SECTION 8. Any person eligible for membership may be admitted to membership by making application in writing to TAPG and specifying the type of membership requested and enclosing such documents and information as may be necessary to comply with the eligibility requirements.

SECTION 9. Loss of Membership Rights. Any member of whatever classification who resigns, or who forfeits membership for non-payment of dues, or who is expelled for ethical reasons ceases to have any rights in the TAPG and ceases to incur further indebtedness to TAPG.

SECTION 10. The membership of any member shall be revoked for failure to comply with the By-Laws of the TAPG, for failure to abide by the established Code of Ethics, or for other conduct which, in the opinion of the Board, is detrimental to the best interests or purposes of TAPG. The Board of Directors, by affirmative vote of two-thirds (2/3) of the members of the Board, may suspend or expel a member for cause after an appropriate hearing. In the case of non-payment of dues, membership shall be terminated in accordance with Article XIII Section 3 of these By-Laws.

SECTION 11. Reinstatement. Any person who has ceased to be a member of whatever classification, who has resigned, or who has forfeited membership for non-payment of dues, may be reinstated by unanimous vote of the Executive Committee, upon fulfillment of such requirements as may be established by the Executive Committee.

#### ARTICLE IV. CODE OF ETHICS

SECTION 1. General Principles.

(a) Geoscientists are professionals and the privilege of professional practice requires professional morality and professional responsibility.

(b) Honesty, integrity, loyalty, fairness, impartiality, candor, fidelity to trust, and inviolability of confidence are incumbent upon every member of TAPG as professional obligations.

(c) Each member shall be guided by the highest standards of business ethics, personal honor, and professional conduct. The word "member" as used throughout this code includes all classes of membership.

SECTION 2. Relation of Members to the Public.

(a) Members shall not make false, misleading, or unwarranted statements, representations or claims in regard to professional matters, nor shall they engage in false or deceptive advertising.

(b) Members shall not permit the publication of or use of their geoscientific data for any unsound or illegitimate undertakings.

(c) Members shall not give professional opinions, make reports or give legal testimony without being as thoroughly informed as reasonably required by the standard of care for that work.

#### SECTION 3. Relation of Members to Employers and Clients.

(a) Members shall disclose to prospective employers or clients the existence of any pertinent competitive or conflicting interests.

(b) Members shall not use or divulge any employer's or client's confidential information without their permission and shall avoid conflicts of interest that may arise from information gained during geological and/or geophysical and environmental investigations.

#### SECTION 4. Relation of Members to One Another.

(a) Members shall not falsely or maliciously attempt to injure the reputation or business of others.

(b) Members shall freely recognize the work done by others, avoid plagiarism, and avoid the acceptance of credit due others.

(c) Members shall endeavor to cooperate with others in the profession and shall encourage the ethical dissemination of geoscientific knowledge.

#### SECTION 5. Duty to the TAPG.

(a) Members of the TAPG shall aid in preventing the election to membership of those who are unqualified or do not meet the standards set forth in this Code of Ethics.

(b) By applying for, or continuing membership in the TAPG each member agrees to uphold the ethical standards set forth in this Code of Ethics.

(c) Members shall not use TAPG membership to imply endorsement, recommendation, or approval by the TAPG of specific projects or proposals.

#### SECTION 6. Discipline for Violations of Standards.

(a) Members violating any standard prescribed in this Article shall be subject to discipline as provided by Article XVII of these By-Laws.

### ARTICLE V. MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. An annual meeting of the members shall be held each year at a time and place designated by the Board of Directors for the purpose of the transaction of such other business as may come before the meeting. The annual meeting of TAPG shall be held in September or as otherwise designated by a two-thirds (2/3) vote of the Board.

SECTION 2. Special Meetings. Special meetings of the members may be called by the President, or by the Board of Directors, or by not less than two-tenths of the members having voting rights. If two-thirds (2/3) of the members shall meet at any time and place, either within or outside the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without notice, and at such meeting any TAPG action may be taken.

SECTION 3. Place of Meeting. The Board of Directors may designate a site, either within or outside the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the TAPG in the State of Texas.

SECTION 4. Notice of Meetings. Written notice stating the place, day and hour of any

meeting of members shall be delivered, either by messenger, mail, e-mail or facsimile, to each member entitled to vote at such meeting, not less than ten (10) or more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the officers or person calling the meeting. In the case of a special meeting, or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid and addressed to the member at their address as it appears on the records of TAPG.

SECTION 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if notice in writing, setting forth the action to be taken, has been provided to the members as set forth in Article V Section 4 and is signed and returned to TAPG headquarters by a majority of the members.

SECTION 6. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or By-Laws.

SECTION 7. Regional Meetings. Meetings of the Region, other than meetings to elect Directors, may be called, either in writing, e-mail, facsimile, or by telephone, at least forty-eight (48) hours prior to the meeting. Preceding the annual membership meeting of TAPG, a meeting of the members of each Region shall be held for the purpose of electing Regional Directors, and for such other business as may be necessary or advisable. In the event of a Director vacancy, a meeting to elect a Director may be called by written notification to all of the members in the Region, ten (10) days prior to the date of the meeting, notifying them of the intent to elect a Director and specifying the date, time and place of the meeting.

#### ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. General Powers. The affairs of the association shall be managed by its Board of Directors. The President shall serve as Chairperson of the Board of Directors.

SECTION 2. Number, Qualification and Tenure. The number of Directors shall be at least five (5) but not more than eighteen (18). Directors must be members of the TAPG elected or appointed from the ranks of the Active members. The Board shall consist of the President, Secretary/Treasurer, President-Elect, Chairperson of the legislative committee, any Directors-At-Large and one (1) Regional Director from each Region as such Regions are designated by the Executive Committee. The immediate past President shall remain for one year as a member of the Board of Directors with the right to vote. One Director shall be elected for each designated Region by a majority vote of the members from that Region present at a Regional meeting called as specified in Article V, Section 7 of these By-Laws. If no Director has been elected in a Region, the Executive Committee may appoint one until members from the Region elect a Director. Vacancies in any Director position resulting from the lack of members from a Region shall not impair the powers of the remaining Board to conduct any of the business of the TAPG. The regular term of office for Directors shall be for a period of one (1) year beginning on October 1, of each year.

SECTION 3. Directors-At-Large. Directors-At-Large may be nominated by the President and confirmed by a two-thirds (2/3) vote of the Board. There may be no more than three

(3) Directors-At-Large.

SECTION 4. Regular Board Meetings. The Board of Directors shall meet at least two times per year. A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, whether within or outside the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the State of Texas, as the place for holding any special meeting of the Board called by them.

SECTION 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice delivered personally or sent by e-mail or facsimile to each Director at their address as shown on the records of the TAPG. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

SECTION 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

SECTION 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors other than Regional Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Regional Director elected to fill a vacancy shall be elected by the members of the Region from the Region in which such vacancy occurred for the unexpired term of that Regional Director.

SECTION 10. Compensation. Except for the Executive Director and regularly employed members of his or her staff, no member of the TAPG shall receive a salary or otherwise be reimbursed by the TAPG for expenses connected with attendance at any TAPG meeting. The Executive Committee may authorize reimbursement of travel expenses of any officer when such expenses are incurred as a result of attending a meeting (other than a regular board meeting or convention of the TAPG) on behalf of the TAPG, or conducting business on behalf of the TAPG. Such reimbursements shall be limited to actual costs as allowed by the Internal Revenue Service. By resolution of the Board of Directors, Directors may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred by them in connection with any claim asserted against them, by action in court or

otherwise, by reason of them being or having been such Director, except in relation to matters as to which they shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought. In this regard, the TAPG may procure and provide appropriate liability insurance for each Director.

SECTION 11. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Directors.

## ARTICLE VII. OFFICERS

SECTION 1. Officers. The officers of the TAPG shall be a President, a President-Elect, the Secretary/Treasurer, the immediate past President and the Executive Director.

SECTION 2. Election and Term of Office. The officers of the TAPG, with the exception of the Executive Director, shall be elected by a majority of returned mail ballots and shall serve a term of one (1) year beginning October 1 and ending September 30. New offices may be created and filled by and at any meeting of the Board of Directors. Each officer shall hold office until their successor shall have been duly elected and shall have qualified.

SECTION 3. Term Limitation. No one person shall serve as an officer, except for the Executive Director, for more than three (3) consecutive years, and must not be a member of the Board for one year before seeking re-election.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the TAPG and shall in general supervise and control all of the business and affairs of the TAPG. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary/Treasurer or any other proper officer of the TAPG authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the TAPG; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. When a policy matter is referred to the President, it shall be the President's responsibility to determine whether the matter should be (a) referred to the Executive Committee for decision, or (b) deferred for a decision by the Board.

SECTION 6. President-Elect. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 7. Secretary/Treasurer. The Secretary/Treasurer shall ensure that minutes are collected at all meetings, appropriate records are maintained and required correspondence sent. The Secretary/Treasurer shall have charge and custody of and be responsible for all funds and securities of the TAPG; receive and give receipts for monies due and payable to

the TAPG from any source whatsoever, and deposit all such monies in the name of the TAPG in such bank, trust companies or other depositories as shall be selected by the Board. The Secretary/Treasurer shall report the financial condition of the TAPG to the membership once each year, shall assist the President in preparing the annual budget and in general perform all the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 8. Executive Director. The Executive Director shall not vote, shall be an ex-officio member of the Board of Directors, shall be exempt from the licensure requirements of membership and shall be employed by and be responsible to the Board of Directors for the day-to-day management of the TAPG's affairs, in accordance with policies and procedures laid down by the Board, and shall:

- (a) Employ and supervise the TAPG's staff;
- (b) Prepare TAPG programs and projects for the approval of the Board, and execute such programs and projects, subject to Board approval;
- (c) Conduct the financial operations of the TAPG, including the preparation of the annual budget, under the direction of and in cooperation with the Secretary/Treasurer;
- (d) Keep minutes of all meetings and maintain all records and correspondence of the TAPG;
- (e) Collect and disseminate information and supervise the publication of newsletters or magazines for the TAPG;
- (f) Prepare all notices required by law or by the Articles of Incorporation and By-Laws of the TAPG;
- (g) Perform all other functions authorized by the Board of Directors.

#### ARTICLE VIII. COMMITTEES

SECTION 1. Executive Committee. There shall be an Executive Committee of the Board of Directors composed of the President, President-Elect, the immediate past President, the Secretary/Treasurer, the Chairperson of the legislative committee and no more than three (3) additional members to be appointed by the President from among the Directors. The President shall serve as Chairperson of the Executive Committee. The Executive Committee shall serve for a term of one (1) year at a time, beginning October 1, of each year. The Executive Committee shall act as an advisory body to the President, instructing and counseling him or her in all policy matters which cannot be properly deferred to a regular meeting of the Board.

a. Meetings. The Executive Committee shall meet immediately before the annual meeting of the membership and at such other times during the year and at such places as designated by such Executive Committee and at the call of the President. Notice by mail of at least five (5) days shall be given to the members of the Executive Committee prior to meetings, unless waived. A quorum shall consist of four (4) members. No proxy votes shall be allowed and no alternates may be appointed for absent members.

b. Amendment of Certificate of Incorporation. The Executive Committee shall have the authority, by a two-thirds (2/3) vote, to amend the Certificate of Incorporation of the TAPG.

SECTION 2. Nominating Committee. The nominating committee shall be comprised of the President, most recent past President and three (3) Directors selected by the current President. The Nominating Committee shall nominate and recommend to the regular



annual meeting of the Board the candidates for President, President-Elect and Secretary/Treasurer of the TAPG. Other candidates may be nominated from the floor of the annual meeting.

SECTION 3. Ethics Committee. The Ethics Committee shall be appointed by the Executive Committee and shall serve as the investigative and interpretive authority for all questions of ethics and as the tribunal for all disciplinary actions against any member of TAPG, regardless of classification, in accordance with the provisions of Article XVII.

SECTION 4. Legislative Committee. The Legislative Committee shall be appointed by the Executive Committee and shall have the responsibility of monitoring any legislation of interest to the TAPG and shall prepare, file, and promote any legislation the TAPG wishes to support.

SECTION 5. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the TAPG may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the TAPG, and the President of the TAPG shall appoint or approve the appointment of the members thereof. Any member thereof may be removed when in the President's judgment the best interests of the TAPG shall be served by such removal.

SECTION 6. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the TAPG and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless member shall cease to qualify as a member thereof.

SECTION 7. Committee Chairperson. One or more members of each committee shall be appointed chairperson by the President of the TAPG.

SECTION 8. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 9. Quorum. Unless otherwise provided in a resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 10. Rules. Each committee may adopt rules for its own government which shall not be inconsistent with these By-Laws or with rules or instructions adopted by the Board of Directors.

#### ARTICLES IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the TAPG, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the TAPG. Such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the TAPG, shall be signed by such officer or officers, agent or agents of the TAPG and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the

Secretary/Treasurer and countersigned by the President of the TAPG.

SECTION 3. Deposits. All funds of the TAPG shall be deposited in a timely manner to the credit of the TAPG in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the TAPG any contribution, gift, bequest or devise for the general purposes or for any special purpose of the TAPG.

#### ARTICLE X. CERTIFICATES OF MEMBERSHIP

SECTION 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the TAPG, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President and by the Secretary/Treasurer or Executive Director and shall be sealed with the seal of the TAPG. The name and address of each member and the date of issuance of the certificate shall be entered in the records of the TAPG. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued upon such terms and conditions as the Board of Directors may determine.

SECTION 2. Issuance of Certificates. When a member has been initially elected to membership and has paid any initiation fee and/or dues that may be required, an initial certificate of membership shall be issued in the member's name and delivered to them by the Executive Director, if the Board of Directors shall have provided for the issuance of certificates of membership under the provision of Section 1 of this Article X.

#### ARTICLE XI. BOOKS AND RECORDS

SECTION 1. The TAPG shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the TAPG may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time.

#### ARTICLE XII. FISCAL YEAR

SECTION 1. The fiscal year of the TAPG shall begin on the first day of January and end on the last day of December in each year.

#### ARTICLE XIII. DUES

SECTION 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the TAPG by members of each class.

SECTION 2. Payment of Dues. Dues shall be due and payable on October 1 of each year. Dues of a new member shall be included with the member's application for membership. Dues of a new member submitting an application after March 31 shall be prorated to one-half ( $\frac{1}{2}$ ) the annual dues.

SECTION 3. Revocation of Membership for Nonpayment of Dues. When any member of any class shall be in default in the payment of dues for a period of three (3) months the President shall advise the member, citing from this Article, that if dues are not paid within thirty (30) days thereafter the membership shall be revoked. If the dues are not paid within the thirty (30) day period, the membership will thereby be canceled.

#### ARTICLE XIV. RULES OF ORDER

SECTION 1. *Robert's Rules of Order* shall apply at all TAPG meetings.

#### ARTICLE XV. WAIVER OF NOTICE

SECTION 1. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Association Act or under the provisions of the Articles of Incorporation or the By-Laws of the TAPG, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE XVI. AMENDMENTS TO BY-LAWS

SECTION 1. These By-Laws may be amended by a two-thirds (2/3) vote of the Active members of the TAPG present in person at any Annual Meeting or Special Meeting called for that purpose or of any mail ballot taken for that purpose. The procedure for amending the By-Laws shall be as follows:

- (a) Twenty percent (20%) of the membership or a majority of the Directors shall propose the amendment;
- (b) Any proposed amendments shall be distributed to all members at least thirty (30) days prior to a meeting or mail ballot at which the amendment is to be considered.
- (c) Notice of the amendment shall be distributed to all members within forty-five (45) days after its adoption.

#### ARTICLE XVII. GRIEVANCE PROCEEDINGS

SECTION 1. Investigation. Charges of misconduct in violation of Article IV of the By-Laws shall first be submitted in writing to the President at TAPG headquarters, by a member in good standing, with a full statement of the evidence on which the charges are based. If, in the judgment of the President, they merit further consideration, the President shall refer them to the Chairperson of the Ethics Committee, who shall appoint an investigating committee of two (2) Ethics Committee members, and one (1) former President of the TAPG, to examine the charges. If, in the judgment of said investigating committee, the facts warrant, the committee shall prepare and file with the Ethics Committee at TAPG headquarters formal charges against the accused member.

SECTION 2. Notice of Hearing. As soon as may be practical after the receipt of such formal charges the Ethics Committee shall fix a date and place for hearing thereon, and shall give to the accused member notice thereof in writing, mailed to the member by registered mail at the member's last known post office address not less than thirty (30) days before said date, accompanied by a copy of the formal charges, and a copy of this Article.

SECTION 3. Hearing. On the day fixed for the hearing the attendance of the Chairperson and at least two-thirds (2/3) of the members of the Ethics Committee shall constitute a quorum and full representation of the Ethics Committee for the conduct of the hearing provided for in this section. The accused member may appear with legal counsel before the Ethics Committee, hear any witnesses called in support of the charges and, at the member's option, cross-examine the same, present witnesses in the member's behalf, and submit oral or written statements in the member's behalf. The Ethics Committee may likewise present witnesses and have the right to cross-examination. At the member's option, the accused member may, by registered letter addressed to the Chairperson of the Ethics Committee at TAPG headquarters, postmarked not less than ten (10) days prior to the date of the hearing, waive personal appearance and request the Ethics Committee to adjudge the matter on the basis of a written statement of the member's defense

accompanying such a letter.

SECTION 4. Decision of Ethics Committee. After the conclusion of the hearing the Ethics Committee shall consider and vote to sustain or dismiss the charges. If, by a two-thirds (2/3) vote of those present, the Ethics Committee shall declare sustained the charges against the accused member, it shall recommend to the Executive Committee alternatively that it:

- (a) admonish the member; or
- (b) suspend the member for a stated period of time; or
- (c) allow the member to resign; or
- (d) expel the member.

Failure of the accused member to appear, or to submit a waiver letter and a written defense, as in this section provided, shall not prevent the Ethics Committee from action on the basis of the evidence available to it on the hearing date.

SECTION 5. Executive Committee Action. The decision of the Ethics Committee in all matters pertaining to the interpretation and execution of the provision of Sections 1, 2, 3, and 4 of this Article shall be submitted to the Executive Committee for final action. A report of the Executive Committee action shall be published in the next newsletter, bulletin or equivalent.

SECTION 6. Resignation. Resignation by the accused member from the TAPG, at any stage in the foregoing prescribed proceedings, shall automatically terminate the proceedings. Following resignation, the accused person so resigning shall not be eligible for reinstatement to membership under any circumstances.

SECTION 7. Expulsion. A member expelled from the TAPG shall be ineligible for reinstatement to membership unless reinstated by a unanimous vote of the Executive Committee of the TAPG.

SECTION 8. Alternative Procedure. Any member convicted of a misdemeanor involving moral turpitude or of any felony shall be suspended from membership in the TAPG upon a majority vote of the Executive Committee of the TAPG. A member whose conviction is reversed on appeal or which is the subject of an executive pardon shall be reinstated to membership. A member whose conviction of a felony is upheld on final appeal may be expelled from membership in the TAPG upon a majority vote of the Executive Committee of the TAPG.

SECTION 9. Alternative Procedure Hearing. In the event that suspension or expulsion of a member so convicted is proposed, a date shall be set for a hearing thereon and for consideration by the Executive Committee of such proposed suspension or expulsion. The member shall be given notice in writing of the date and place for the hearing, mailed to the member by registered mail to the member's last known post office address not less than thirty (30) days before said date, accompanied by a copy of the judgment or other document indicating such conviction, a copy of any applicable order of an appellate court, and a copy of this Section. At the hearing the member may appear before the Executive Committee with legal counsel, may submit oral or written statements to the Executive Committee, and may present witnesses to testify on the member's behalf before the Executive Committee. The Executive Committee shall have the right to cross-examine the member and any witnesses presented by the member on the member's behalf. At the member's option, the convicted member may, by registered letter addressed to the President of the TAPG at TAPG headquarters, postmarked not less than ten (10) days prior to the date of the hearing, waive personal appearance and request the Executive

Committee to adjudge the matter on the basis of a written statement of the member's defense accompanying such a letter. The Executive Committee will consider all such oral or written statements or testimony prior to voting on the suspension or expulsion of the member.

#### ARTICLE XVIII. PERSONAL LIABILITY

SECTION 1. The members, directors, and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

#### Notes:

- (1) First Published January 1994
- (2) Amended July 1995
- (3) Amended May 1998
- (4) Amended December 2000
- (5) Amended October 2004