

TEXAS PROCESS SERVERS ASSOCIATION

STANDING RULES (Effective September 22, 2012)

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**TEXAS PROCESS SERVERS ASSOCIATION
STANDING RULES**

(Effective September __, 2012)

DEFINITIONS

The following terms are used throughout these Standing Rules and are described and defined as follows:

Any reference to “he” or “she” is not to be construed as gender specific.

“the Association” or “TPSA”	Texas Process Servers Association
“active member”	an individual primary member in good standing of the Association
“associate member”	a member of the Association who does not maintain a residence or office within the State of Texas
“honorary member”	a person who has been elected as an honorary member by the Association for performing outstanding or special service to the Association
“Board Meeting”	meeting of the Board of Directors
“Board of Directors”	the voting body at any Board Meeting or Annual Meeting shall be the current elected and appointed officers and directors of the Association.
“Code of Ethics”	the Code of Ethics and Professional Responsibility Adopted by the Association
“fiscal year”	January 1 of one year through December 31 of the next year
“ <i>The Server</i> ”	the official newsletter of the Association
“Website”	the official website of the Association

STANDING RULES

No. 1 DISTRIBUTION

A copy of the Standing Rules shall be made available on the official Website of the Association.

No. 2 BOARD OF DIRECTORS MEETING

There shall be a minimum of one meeting of the Board of Directors (“Board Meeting”) each quarter, the site of which shall be determined by the Board of Directors at the previous Board Meeting.

No. 3 ANNUAL MEMBERS MEETING

There shall be one Annual Meeting of the Board of Directors each fiscal year to be held in conjunction with the Annual Members’ Convention (“Annual Convention”). The Annual Convention shall be held not earlier than September 1 nor later than October 15 each year, the site of which shall be determined by the Board of Directors at the Annual Meeting one year in advance.

No. 4 THE SERVER

The Server shall be the official newsletter of the Association and shall be issued as set out in the Association’s Policy and Procedures Manual.

No. 5 GENERAL DUTIES AND REQUIREMENTS OF THE ASSOCIATION OFFICERS AND DIRECTORS

- A. Officers and directors shall refer to the Policies and Procedures of this Association in their entirety for specific duties. Other requirements are set out in the Association’s Bylaws.
- B. Strict adherence to the Code of Ethics is imperative for officers and directors. They should be aware at all times that they must set an example for members and that they represent the membership in all contacts with the public. -
- C. **Income and Expenses:** -
 - (1) All moneys collected shall be promptly submitted to the Treasurer. Funds received during a TPSA meeting shall be transmitted to the Treasurer within ten (10) days of the close of such meeting.
 - (2) Every officer and director should maintain control of expenditures and must closely supervise any expenditure made by their committee members.

D. **Mailings:**

- (1) Official non-metered postmark of originating city on the envelope or certificate of mailing governs compliance with deadlines established in the Bylaws or these Standing Rules.
- (2) When appropriate, the use of e-mail, facsimile, or other means of electronic mail, shall be an acceptable means of transmission for compliance with deadlines.

No. 6
PRESIDENT

- A. Refer also to Article VII, Section 2, of the Bylaws.
- B. Sign on all bank accounts of the Association.
- C. Make appointment of officer(s), committee chairmen, special committee chairmen and co-director(s) to be approved by the Board of Directors. In the event an appointed officer, committee chairman, special committee chairmen, or co-director(s) repeatedly fails or refuses to perform assigned duties, the President may, after approval of the Board of Directors following a vote of a majority of board members when a quorum exists, request the resignation of said officer, committee chairman, special committee chairmen or subcommittee chairman. Thereafter that position shall be filled in accordance with the Bylaws and Standing Rules.
- D. Will preside at all meetings of the members and of the Board
- E. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the President may not execute instruments on the Association's behalf if this power is expressly delegated to another officer or agent of the Association by the Board, the Bylaws, or statute.
- F. The President will perform other duties prescribed by the Board and all duties incident to the office of President.
- G. The President will file the Bylaws with the Secretary of State at the beginning of their term reflecting the names of the new officers of the Association and any revisions or amendments made to the Bylaws.
- H. The President, at their discretion, will appoint an Office Manager for the Association for their term of office.

No. 7
VICE PRESIDENT

- A. Refer also to Article VII, Section 3, of the Bylaws.
- B. Sign on all bank accounts of the Association.

- C. When acting in the President's place, the Vice President has all the powers of and is subject to all the restrictions on the President.
- D. A Vice President will perform other duties as assigned by the President or Board.

No. 8
TREASURER

- A. Refer also to Article VII, Section 5, of the Bylaws.
- B. File required IRS and state tax forms.
- C. Have charge and custody of, and be responsible for, all the Association's funds and securities.
- D. Receive and give receipts for moneys due and payable to the Association from any source.
- E. Deposit all moneys in the Association's name in banks, trust companies, or other depositaries as the Bylaws provide or as the Board of President directs.
- F. Write checks and disburse funds to discharge the Association's obligations. However, funds may not be drawn from the Association or its accounts for amounts greater than \$300 without the signature of the President or a Vice President in addition to that of the Treasurer.
- G. Maintain the Association's financial books and records.
- H. Perform other duties as assigned by the President or the Board.
- I. If the Board requires, give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board
- J. Perform all duties incident to the office of Treasurer.

No. 9
SECRETARY

- A. Refer also to Article VII, Section 4, of the Bylaws.
- B. Refer to Standing Rule No. 12 for information pertaining to minutes.
- C. Keep the official seal and affix same to documents where required and certify actions of the Association in relation to contracts.
- D. Give all notices as provided in the Bylaws or required by law.
- E. Take minutes of the meetings of the members and the Board and keep the minutes as part of the Association records.

- F. Keep a register of the mailing address of each Board member, director, officer, and employee of the Association.
- G. Perform duties as assigned by the President or the Board.
- H. Perform all duties incident to the office of Secretary.

No. 10
MEMBERSHIP DIRECTOR

- A. Refer also to Article VI, Section 6, of the Bylaws.
- B. The Membership Director will maintain a list of active members in the Association.
- C. Update and maintain current information of membership bios on the web as well as produce a hard copy of the directory for each member.
- D. Publish all prospective members' names for consideration of membership.
- E. Handle any objections to membership from members about a prospective member.
- F. Notify new members that they have been accepted into the membership.
- G. Perform duties as assigned by the President or the Board.

No. 11
REGIONAL DIRECTORS
Central, East, North, Northeast, South & West

The elected Regional Directors will have the following responsibilities:

- A. Attend all membership and Board meetings.
- B. Must provide article for quarterly newsletter.
- C. Must hold quarterly member's regional meetings.
- D. Must provide volunteers for all training classes held in your region and must attend as well.
- E. Must maintain a list of volunteers (seasoned members in your region) for the Ride-Along Program and respond to requests for a ride along in a timely manner.
- F. Perform duties as assigned by the President or the Board.

No. 12
VOTING ISSUES

A. **Member Voting Issues:** -

- (1) No later than May 1 of each bi-annual year, a call for nominations for officers, including the “intent to run” form, shall be submitted to the members. No later than June 15 of each bi-annual year, nominations shall close. Nominations may be submitted to the Nominations and Elections Chair via mail or electronic means and must be received by the Chair or postmarked by no later than June 15.
- (2) No later than June 30 of each bi-annual year, written consent of all nominees must be obtained.
- (3) Eligibility to vote is determined according to dues received by the Association by September 1 of each year. **No member in 30-day waiting period is eligible to vote.**
- (4) No later than July 1 of each bi-annual year, a ballot shall be prepared setting forth the name of each nominee, the office for which each was nominated, and cause the same to be distributed to each voting member. In the event that the method of voting is by paper ballot, only one ballot shall be distributed to each voting member, and no duplications of the ballots are allowed. Only original ballots shall be counted. If a voting member does not receive a ballot and that ballot can be accounted for, the voting member may make a request for a replacement ballot. Such request must be received by the Nominations and Elections Chairman in writing no later than thirty (30) days prior to Annual Members Convention. Replacement ballots shall be mailed and shall not be sent via electronic means. It is the sole responsibility of each voting member to provide a valid mailing address to the Membership Chairman. The ballots shall be returned to the Nominations and Elections Chairman and shall be postmarked by or hand delivered to the Nominations and Elections Chairman no later than fourteen (14) days prior to Annual Members Convention.

B. **Board Voting Issues:**

If the Board feels it is necessary each year, no later than 90 days after the Annual Meeting, a call for nominations for honorary membership shall be issued. Nominations will close 45 days after the call is issued.

No. 13
ROSTERS

- A. Chapter rosters of all members of the Association, listing their names, preferred mailing addresses, and both home and office telephone and fax numbers and e-mail addresses, if available, shall be retained by the Membership Chairman. All requests for information concerning the Association members shall be in writing and shall state the specific purpose for which the information is requested. If an Association officer or committee chair requests the information in the furtherance of the official duties of that office or committee,

the information shall be provided in a timely manner by the Membership Chairman. If the information is requested for any other purpose, the request shall be forwarded to the Association Board of Directors for approval. Upon written approval by the Board of Directors, the Membership Chairman shall timely provide the information to the requestor.

- B. The mailing list of the Association membership roster, may be provided to companies, requesting to offer programs to members at a price to be set by the Board of Directors. Any member may deliver written instructions to the Membership Director requesting that his or her individual roster information not be released.

No. 14
MINUTES

- A. Minutes of the Annual Meeting shall be reviewed for corrections by the President and Vice President in office at the time of such meeting, and shall be approved at the next meeting by the Board and members, and duly signed by the meeting President and Secretary.
- B. Minutes of the Board Meeting shall be reviewed for corrections by the Board of Directors and shall be approved and duly signed by the President and Secretary.

No. 15
EMBLEM

Reproduction of the Association emblem in any form for commercial gain is prohibited, except by express authority of the Board of Directors.

No. 16
BUDGET

A proposed budget shall be prepared by the Board of Directors and distributed to each member present at the Annual Members meeting for approval.

No. 17
CAMPAIGN RULES
(CANDIDATES FOR THE ASSOCIATION OFFICES)

No later than July 15 of each year, candidates for office shall furnish the following to the Nominations and Elections Chair for posting on the Web site of the Association:

- (1) a photo;
- (1) a biographical sketch, containing only the candidate's name, office sought, honors, and service to the association and the answers to the questions posed by the Association's Nominations and Elections Committee; and
- (3) a personal statement as to why running for the office and candidate's plans for the position (not to exceed 100 words).

No. 18
GENERAL INSTRUCTIONS ON VOTING

A. Voting Rights of Members:

- (1) Only members as defined in Article IV, Membership, of the Bylaws of the Association shall have the right to vote.
- (2) Voting shall be by mail, or in person at the Annual Members' meeting. A majority of the votes cast will be required to elect officers or to pass proposals. The Board has the option of adding electronic ballot voting at their discretion.

B. Voting Rights of Board of Directors:

- (1) The voting body at any Board meeting shall be members of the Board in attendance. The voting body at the Annual Members meeting shall be the members of the Board of Directors in attendance.
- (2) If the vote is by ballot, the President may cast a vote.
- (3) The Training Director and all other regular members appointed by the President or Board of Directors shall be entitled to one (1) vote on each matter submitted to a vote of the members, except to the extent that the voting rights of members of any class or classes are limited, enlarged, or denied by the Certificate of Formation or the Bylaws.

C. Proxies:

Proxy voting is not permitted in accordance with Article 6, Section 5 and 6, of the Bylaws.

No. 19
RULES OF PROCEDURE
(ANNUAL MEMBERS MEETING)

A. Seating:

The Board of Directors will be seated together during all sessions.

B. Registration:

- (1) All members of the Board of Directors shall register at the credentials desk thirty (30) minutes prior to each session.
- (2) A member of the Board of Directors may leave the assembly room, but must report to the credentials desk upon leaving and reentering the assembly room.

C. **Motions:**

- (1) The introduction of business, motions, and seconds to motions will be made by directors, officers, and committee chairmen, or members voting, but only voting members in attendance shall vote.
- (2) Upon announcement by the President, voting on any motion may be by ballot.
- (3) In the event of a tie vote when a ballot is used, a second vote will be taken. If the second vote results in a tie, the motion is lost.
- (4) In the event of a tie and if the President did not previously vote on the matter, the President may cast a vote to break the tie.
- (5) Motions moving that the President vote to break a tie will be out of order.

D. **Reports:**

Reports of officers and committee chairmen will be made as necessary and included in the minutes of the meeting, but no motion is required for the acceptance of reports. Any recommendation by such officers and committee chairmen should be separately submitted.

E. **Privilege Of Floor:**

Any member may participate in discussions, but only officers, committee chairmen, and directors may propose action. Except for the purpose of seconding motions, no member of the Association shall be entitled to the floor without being recognized by the President, rising, addressing the President, and stating that member's name and local region of affiliation.

F. **Debate:**

- (1) The President may limit the time for debate on any subject, and no speaker shall be permitted to speak more than twice on any one subject and not more than three minutes each time, except on permission of the President, except that no member may speak a second time on a question as long as any member desires to speak who has not spoken on the question. One timekeeper shall be appointed by the President to enforce the rule.
- (2) The President may alternate the floor during debate from pro to con. In such event, when no speaker wishes to be recognized in opposition to the immediate past speaker, debate shall be considered closed.

G. **Conference:**

Should individual members desire to confer with other individual members before voting, a recess of five minutes may be allowed by the President.

H. **Voting By Ballot:**

- (1) A judge and two tellers shall be appointed by the President to supervise and tally all votes cast by ballot. The judge shall certify the count to the President, who shall announce the result to the assembly.
- (2) Ballots will automatically be destroyed at the conclusion of the meeting unless there is a request from the floor to retain the ballots of a specific vote.

I. **Messages to the President:**

During business sessions, all messages to the President will be given to the Secretary, unless another officer is appointed by the President to perform this duty. Without exception, the designated officer will give only emergency messages to the President before the next break in the business session.

J. **Adoption of Agenda:**

The agenda for each Board and Annual Members' meeting shall be adopted by the Board of Directors at each such meeting following the credentials report and confirmation that a quorum of voting members is present.

K. **Consent Agenda:**

The President will be permitted to utilize a consent agenda for the Board and Annual Members meetings. Routine and noncontroversial items may be placed under the consent portion of the agenda and may be considered in gross or without debate or amendment. Any consent agenda item may be removed by request of any officer, director, or committee chairman. Any item removed from the consent portion of the agenda shall be placed under the action items portion of the same agenda.

No. 20
STANDING RULES CHANGES

A. **Adoption:**

Standing rules may be adopted at any meeting of the Board of Directors or at an Annual Meeting. Adoption requires a majority vote.

B. **Amendment or Rescission:**

Standing rules may be amended or rescinded at any meeting of the Board of Directors, or at an Annual Members' meeting, by a two-thirds (2/3) vote without previous notice, or by a majority vote with previous notice as specified in 20.B.(2) below.

- (1) Proposed changes may be submitted by any member in good standing. They shall be submitted to the Bylaws/Standing Rules Chairman and shall include the reason for suggesting the change, with copies to the Board of Directors.

- (2) To comply with “previous notice” as used in 20.B above, such proposed changes must be received by the Bylaws/Standing Rules Chairman at least sixty (60) days before the next meeting. Such chairman must furnish notice to all officers, committee chairmen, and directors of each region at least forty-five (45) days before the meeting.

C. **Suspension:**

These Standing Rules may be suspended without notice by a two-thirds (2/3) vote of the Board of Directors at any Board Meeting or the voting members at an Annual Members meeting for that meeting only. Any action taken during such suspension shall be binding upon the Association.

- D. These Standing Rules shall automatically reflect any changes in the Association Bylaws.
- E. Amendments to these Standing Rules shall be effective immediately upon adoption unless a future date is specified in the amendment.

No. 21
SUSPENSION OR EXPULSION OF MEMBERS

A. **Disciplinary Proceedings:**

- (1) A member may be suspended or expelled. A disciplinary proceeding may be initiated and heard by the Disciplinary Committee of the Association.
- (2) Provisions contained in the current edition of *Robert’s Rules of Order* concerning formal procedures for expulsion must be followed.

B. **Privacy of Records and Proceedings:**

All proceedings under these rules shall be private, and the name of the member under investigation shall not be disclosed in any communication or to any person other than to persons whose testimony is necessary in connection with the proceeding or to members of the Disciplinary Committee. However, at the request of the accused member, a disciplinary hearing and the entire record and all proceedings shall be made public. All communications concerning disciplinary proceedings are to be marked “confidential” and all disciplinary files are to be maintained in strict confidence.

C. **Appeals:**

- (1) In the event of suspension or expulsion, the member may appeal, in writing, to the Board of Directors of the Association through the President within fifteen (15) days after receipt of notice of action by the Grievance & Arbitration Committee.
- (2) The President or the designated committee shall investigate the facts thoroughly and notify the member of the date of the hearing on the appeal.

D. **The Association Grievance & Arbitration Committee:**

- (1) The chairman of the Grievance & Arbitration Committee shall be appointed by the President, who shall appoint the members of the committee, subject to the approval of the Board of Directors. Said committee shall be limited in number to five members, including the chairman.
- (2) The Grievance & Arbitration Committee shall investigate thoroughly all facts pertinent to the issues of suspension or expulsion of a member and make a full report to the Board of Directors in executive session, who shall either sustain or reject such suspension or expulsion.

No. 22

INSUFFICIENT CHECKS

The President may take legal action in the event of the inability to collect an insufficient or uncollectible check given in connection with any Association-sponsored function or sale.

No. 23

REFUNDS

A no-refund policy may be in effect for certain Association-sponsored functions, and members should be aware of any deadline for refunds.

No. 24

REGISTRATION AT THE ASSOCIATION CONFERENCES

Any Association member attending functions other than the business meeting in connection with an Association conference, except as otherwise stated herein, shall be required to pay the registration fee or individual event fees for the meeting. Full registration, individual event, and a separate non-member registration fee shall be determined by the Board of Directors.

No. 25

THEMES

All printed and promotional materials pertaining to any Association function shall be professional and in good taste. If a theme is used, as for an Annual Convention, it must be subordinate to the nature of the function. For example, if the theme is "Spirit of '76," all references would be to "Texas Process Servers Association Eleventh Annual Convention (Spirit of '76)."

No. 26

ANNUAL MEMBERS CONVENTION

Dates of Annual Convention:

Refer to Standing Rule No. 3. The dates shall be subject to the approval of the President.