

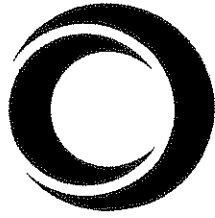
What New Governing Council Members Needs to Know

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Section 1

ACA Mission Statement And ACA Vision Statement ACA's Strategic Priorities



AMERICAN COUNSELING ASSOCIATION

MISSION STATEMENT

To enhance the quality of life in society by promoting the development of professional counselors, advancing the counseling profession, and using the profession and practice of counseling to promote respect for human dignity and diversity.

ACA Vision Statement

The American Counseling Association is the publicly recognized organization to which all professional counselors belong.

ACA Strategic Priorities

1. Re-engineering Governance
2. Improving member services and benefits to address 21st century needs
3. Balancing practice with academia
4. Advocating for the profession
5. Strengthening the organization

Section 2

ACA Governing Council

ACA GOVERNING COUNCIL

Role: The role of the Governing Council of the American Counseling Association is to establish policies that govern the affairs of the Association and to oversee the Association.

Functions: The functions of the Governing Council include:

1. To further the mission of ACA by enhancing the quality of life in society; by promoting the development of professional counselors, advancing the counseling profession, and by using the profession and practice of counseling to promote respect for human dignity and diversity;
2. To uphold the bylaws of ACA;
3. To establish broad, long-term professional directions for the Association;
4. To establish policies to govern the affairs of the Association;
5. To meet at least twice a year (one meeting is to be immediately prior to or following the annual conference);
6. To formulate operational policies appropriate for executive action and direct the execution thereof;
7. To approve the annual budget;
8. To employ an Executive Director;
9. To grant and revoke Division, Branch, Corporate Affiliate and Organizational Affiliate charters;
10. To act on the reports of the Divisions, Regions, Branches, Standing Committees, Task Forces, and such special committees as are responsible to the Governing Council;
11. To adopt and amend the Articles of Incorporation and the Bylaws;
12. To establish the Strategic Plan of the Association;
13. To act on appointments as presented to fulfill the tasks and functions of the Association;
14. To review and approve Bylaws submitted by Divisions, Branches and Organizational Affiliates;
15. To act on the reports of the Divisions, Regions, Branches, Standing Committees, Task Forces, and such special committees as are responsible to the Governing Council.
16. To exercise such other powers and functions as may be necessary or desirable in the best interest of the Association, but not in conflict with the Bylaws.

Composition of the Governing Council

Governing Council is composed of the President, the President-Elect, the Past President, the Treasurer (ex officio), the Parliamentarian (ex officio), a Process Observer (ex officio), and an elected representative from each of the divisions and the four regions. The Executive Director is an ex officio member of the Governing Council.

The voting members of Governing Council include the President, President-Elect, Past President and the elected representative from each of the divisions and the four regions.

Executive Committee

The Executive Committee is composed of the President, the President-Elect, the Past President, the Treasurer, the Parliamentarian, a member selected by the division representatives (selected at the spring meeting), a member selected by the region representatives (selected at the spring meeting), and a member selected by the President to represent underrepresented groups.

Role: The role of the Executive Committee of the American Counseling Association is to conduct the necessary business of the Association between meetings of the ACA Governing Council.

Functions: The functions of the Executive Committee include:

1. To act for the Governing Council within policies as may be established by the Governing Council;
2. To act primarily to address those issues which are necessary for the efficient operations of ACA where time requirements necessitate immediate action;
3. To communicate all actions and activities to Governing Council through minutes mailed within ten working days of the Executive Committee meeting;
4. To submit all actions for ratification by Governing Council at the next Governing Council meeting;
5. To meet at least twice a year in addition to Governing Council meetings;
6. To conduct the evaluation of the Executive Director on an annual basis, negotiate renewal of his or her contract, and determine recommended salary;
7. To review items submitted for Governing Council action and propose an agenda for the Governing Council meetings.

Representation

Though you were elected by members of your division or region, as a member of Governing Council, you are to act in the best interest of the American Counseling Association. You bring the perspective of those who elected you to the issues that affect ACA.

ACA GOVERNING COUNCIL MEMBER

ROLE: The role of the Governing Council Member is to participate in the functioning of the Governing Council of the American Counseling Association.

Functions: The functions of the Governing Council Member include:

1. To attend the meetings of the Governing Council;
2. To maintain fiduciary responsibility to the American Counseling Association;
3. To focus decision making on the best interests of the American Counseling Association and the counseling profession;
4. To review Bylaws and to be knowledgeable about existing policies and procedures and any other governance documents that function in the Association;
5. To be informed about the issues to be considered at Governing Council meetings;
6. To serve on the Governing Council committees and as liaisons to ACA Committees and Task Forces as appointed;
7. To write and present motions arising out of ACA Committee and Task Forces liaison responsibilities;
8. To forward issues from constituencies;
9. To maintain confidentiality on those matters considered confidential by the Governing Council;
10. To report activities of Governing Council to constituencies;
11. To participate in the annual review of Governing Council performance and take steps to improve its effectiveness;
12. To remain representative of their constituencies but not to be representative for their constituencies.

CODE OF LEADERSHIP

PRINCIPLES OF LEADERSHIP BEHAVIOR

The standards and personal conduct of leaders have a profound impact on the health and success of any organization. This policy establishes principles that define the behavior of elected and appointed officials of the American Counseling Association (ACA), its branches, regions, and divisions. The specification of this code enables the association to clarify to its leaders and members the nature of the responsibilities held in common by its leaders.

SERVICE

ACA leaders commit to styles of leadership that reflect and are motivated by a desire to serve. The leader understands that power and authority are bestowed by those being led. Organizational members create the opportunity for persons to lead and trust leaders to serve in a manner that benefits the organization and its members. A leader assumes responsibility while foregoing privilege, empowers those seeking to share leadership, and holds oneself accountable for results without seeking control. Such a leader focuses on effective stewardship of the organization's reputation, social influence, and resources, not on self-interest, acquisition of power, personal status, or private gain.

ORGANIZATIONAL WELL-BEING

The primary responsibility of ACA leaders is to protect and promote the organizational health and effectiveness of the association. This fiduciary responsibility includes public representation, organizational dynamics and fiscal components. The effects of individual and collective decisions and actions upon these components of organizational health must be considered.

ORGANIZATIONAL INCLUSION

ACA is a complex organization composed of numerous professional divisions/specializations. It is incumbent upon ACA leaders to understand, value, and support the professional diversity of the organization and its represented professions at all levels. The attitudes and actions necessary for such professional inclusion are the same as those necessary for inclusion across other groups in society—humility, willingness to learn, and unconditional positive regard.

PROFESSIONAL CONDUCT

ACA leaders should act in accordance with the highest standards of professionalism established by ACA for the well-being of clients. In addition, ACA leaders' modeling of professional conduct should extend beyond counseling practice to the behavior, attitudes, and communication processes with which they lead. Employees of the organization should be treated with courtesy, an interpersonal respect born of professionalism, and an awareness of the potential for injustice which exists in an imbalance of power. ACA meetings, correspondence, dialogue, and organizational deliberations should be marked by respect for the dignity and worth of persons, by honesty and openness in communication, and by a willingness to resolve problems in a manner which is satisfactory to all persons concerned. Only through such professional interpersonal conduct can leaders hope to establish the constructive relational dynamic among leaders that is essential to organizational survival and effectiveness.

RELIABILITY

ACA leaders should carry out their responsibilities in a timely and efficient manner. Gaining the benefits of a leadership position without fulfilling the responsibilities of that position is a clear violation of the reasonable expectations of the organization and a primary cause of dissatisfaction among constituents. Leaders who cannot fulfill their responsibilities should consider taking the step of resigning their positions.

ACCESSIBILITY

Leaders should be easily accessible to their co-leaders and constituents. Responding to inquiries and comments from organizational members in a timely manner is essential for the following reasons:

- A. **Leader Information:** Leaders often have valuable and helpful information about the organization and profession, access to which can assist members and co-leaders in the performance of their own duties;
- B. **Leader as a Model:** Interaction with present leaders is a primary motivating factor among emerging leaders in the organization;
- C. **Leader Representation:** Access to leaders is a reasonable component of representation.

COLLECTIVE DECISION MAKING

ACA leaders will avoid operating unilaterally and in isolation from the consensus of co-leaders, unless to do so is clearly in keeping with an approved task mandate from a governing body. Leaders will deliberate with appropriate co-leaders regarding fiscal matters, implementation of policies, and decisions of organizational direction. Such collaborative decision processes are essential to representative governance.

FISCAL RESPONSIBILITY

In addition to monitoring expenditures of organizational funds, ACA leaders will ensure that the fiscal priority of the organization is direct services to and representation of its members. This fiscal priority determines (but is not limited to) the following expenditure guidelines:

- A. **Economic Utility/Quality:** Leaders should consider economic utility in all fiscal decisions, considering the most cost-effective means of accomplishing a given task without compromising needed quality.
- B. **Restraint in Expenditures:** Leaders should exercise restraint in the expenditure of funds for travel of organizational leaders and employees. Such travel must clearly be of direct service to members.

- C. **Meeting Location/Facilities:** National, regional, and state conferences should be held in locations and facilities which are financially conducive to attendance by the largest number of organizational members, many of whom must rely on their own financial resources to attend. Leadership meetings should be conducted in locations and facilities of moderate cost. Expenditure for and style of social events and meetings should be consistent with present fiscal limitations and the nature of the task at hand.
- D. **Cost Effective Communication:** Communication between and among leaders conducted through electronic correspondence is encouraged, reserving the most costly meeting process for special and appropriate occasions.
- E. **Funds Expended:** Use of organizational funds for a given task, project, or meeting should be weighed against the overall benefit to members relative to the proportion of organizational funds expended. For major expenditures of organizational funds to be justified, such expenditures must be of clear and significant benefit to the majority of members.

CONFLICT OF INTEREST POLICY

PURPOSE

The purpose of the conflict of interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association. This policy is intended to supplement but not replace any applicable state laws governing conflict of interest applicable to nonprofit and charitable corporations.

CONFLICT OF INTEREST

- A. **Possible Conflict:** Governing Council members serve on the Council to conduct the business of the American Counseling Association. Governing Council members are gathered to be a representative group of the ACA membership. On those occasions when the best interests of ACA would be different than the best interest of the entities the Governing Council members represent, the member must make decisions that give primary consideration to the welfare of the American Counseling Association.
- B. **Unable to Resolve Conflict:** In cases where Governing Council members are unable to resolve the conflicts of interest between representing the division or region and representing ACA, notification should be given to the ACA President or his or her representative. After such notification, the members shall refrain from voting.

DEFINITIONS OF PERSON/FINANCIAL INTERESTS

- A. **Interested Person:** Any director, principal officer or member of a committee with board delegated powers who has direct or indirect financial interest, as defined below, is an interested person.
- B. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 1. An ownership or investment interest in any entity with which the Association has a transaction or arrangement, or
 2. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
 3. A potential ownership or investment interest in, or compensation or arrangement.
- C. **Compensation:** Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature.

VOTING RESTRICTIONS ON COMPENSATION

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

OPERATING AS A TAX EXEMPT ORGANIZATION

- A. Periodic Reviews:** To ensure that the Association operates in a manner consistent with its charitable and educational purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews conducted by the Executive Committee shall, at a minimum, include the following subjects:

Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

Whether partnership and joint venture arrangements with third-party service providers conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Association's charitable purposes and do not result in inurement or impermissible private benefit.

Whether lobbying efforts are within the constraints for a not-for-profit organization.

Whether the association is abiding by the "no campaign support" restriction.

- B. Use of Outside Experts:** In conducting the periodic reviews provided for in Series 1601.4, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

IMPLEMENTING PROCEDURES

- A. Duty to Disclose:** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the directors or members of committees with board-delegated powers considering the proposed transaction or arrangement.
- B. Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest:**
1. An interested person with a conflict of interest may make a presentation at the board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the proposed transaction or arrangement.
 2. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the board or committee shall determine whether the Association can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest and for its own benefit and whether the transaction is fair and reasonable to the Association and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

D. Violations of the Conflicts of Interest Policy:

1. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

E. Records of Proceedings: The minutes of the board and all committees with board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

F. Annual Statements: Each Director, principal officer and member of a committee with board-delegated powers shall annually sign a statement which affirms that such person:

1. Has received a copy of the conflicts of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy, and
4. Understands that the Association is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

THE ROLE OF GOVERNING COUNCIL MEMBERS IN CONFIDENTIAL MATTERS

1. WHAT DUTY OR RESPONSIBILITY DO MEMBERS OF THE ACA GOVERNING COUNCIL HAVE TO THE DIVISIONS OR REGIONS THEY REPRESENT?

Policy 301.6 Conflict of Interest states: Governing Council members serve on the Council to conduct the business of the American Counseling Association. Governing Council members are gathered to be a representative group of the ACA membership. The Governing Council members are responsible only to ACA. On those occasions when the best interests of ACA would be different than the best interests of the entities from which the Governing Council members have been elected, the members must make decisions that give primary considerations to the welfare of the American Counseling Association.

In most cases, the best interests of ACA and its Divisions and Regions are identical and those interests are to promote the counseling profession. The Governing Council's actions benefit not only ACA, but the Divisions and Regions. On those rare occasions where this is not the case, the Governing Council members have an obligation to follow the decision of the majority or express their disagreement with the majority in a professional, diplomatic, and factual manner while the Governing Council is still in Executive Session. No action should be taken outside of the Governing Council that will jeopardize the integrity of ACA.

2. WHAT TYPE OF TRAINING SHOULD BE PROVIDED FOR NEW AND RETURNING GOVERNING COUNCIL MEMBERS?

The purpose of training is to familiarize officers and directors with background information concerning their role as Governing Council members and their fiduciary duties to ACA. It should provide information on the issues facing the organization and prepare the new members to assume these responsibilities. The orientation will be a combination of written and oral presentations.

Training information will include, but not be limited to the following ACA documents:

1. Articles of Incorporation
2. Bylaws
3. Manual of Policies and Procedures
4. Governing Council and Executive Committee Minutes for the previous two years
5. Committee structures
6. Board policy on expectations of Governing Council members, conflicts of interest, and confidentiality

3. WHAT SHOULD BE THE ROLE DESCRIPTION OF ACA GOVERNING COUNCIL MEMBERS?

The powers and functions of the Governing Council are spelled out in Article X, Section 2 of the ACA Bylaws. Governing Council members have the responsibility to conduct business according to the overall mission statement of ACA (Article I, Section 2, ACA Bylaws). In addition to these general statements, the following guidelines for conduct are intended to provide further specificity.

Members are expected to:

- a. Support and enforce the Bylaws and Ethical Standards of the Association.
- b. Attend all scheduled meetings of the Governing Council and its committees as assigned, keep informed of the activities of the Association, and be informed concerning the issues to be considered at meetings of the Governing Council.
- c. Participate fully in discussion and make sound policy decisions which are based on independent judgment, good faith toward ACA, and available information and facts.

- d. Register dissent and objection in an appropriate fashion before the group when in disagreement with Governing Council action and take no independent action that may unduly compromise the decisions of the majority of Governing Council members.
- e. Work positively and constructively with other Governing Council members for the good of the American Counseling Association.
- f. Maintain confidentiality on those matters that are considered to be confidential by the Governing Council.

4. WHEN SHOULD GOVERNING COUNCIL OR EXECUTIVE COMMITTEE BUSINESS BE CONDUCTED IN EXECUTIVE SESSIONS?

All personnel issues involving names, salaries or evaluations of staff and certain legal, financial and contractual matters requiring legal advice regarding risks, liabilities, and obligations entered into by the Association are examples of business that should be conducted in Executive Session. There are few issues that are of such sensitive nature that the need to know by other individuals or ACA entities (Divisions and Regions) is outweighed by the need to keep a matter confidential (within the Governing Council) for the time being. The reason for going into Executive Session will be announced and a vote taken prior to going into Executive Session. According to Robert's Rules of Order, a motion to enter Executive Session is a question of privilege (i.e., can be made when another person has the floor, requires a second, is debatable, is amendable, requires a majority vote, and is reconsiderable).

Issues dealt with in Executive Session are to be discussed between Governing Council members only, unless the Governing Council takes specific action to make them public. If a member believes what is being discussed in Executive Session does not outweigh the need to know, he or she has a responsibility to raise a question of privilege (see parenthetical statement above).

5. HOW SHOULD ACTIONS TAKEN IN EXECUTIVE SESSION BE REPORTED IN THE MINUTES?

The Minutes of the Governing Council should not convey matters discussed in Executive Session unless the Governing Council determines that disclosure should be made. As Robert's Rules of Order indicate, the Governing Council may keep Minutes which will reflect the activities of an Executive Session and these Executive Session Minutes shall be kept confidential within the Governing Council members unless otherwise decided by the group by majority vote. To report any action out of Executive Session requires formal action (motion made, seconded, and supported by a majority of members).

If the Executive Committee is in Executive Session, any Governing Council member can have access to all discussion. That Governing Council member must then treat that information as confidential (can be discussed with other Governing Council members only) until the entire Governing Council has taken action to the contrary.

6. WHO MAY BE PRESENT DURING EXECUTIVE SESSIONS?

The President of ACA may invite certain members of the Association, staff, advisors, or consultants to attend Executive Sessions, subject to the approval of the Governing Council. The Governing Council can also invite certain members of the Association, staff, advisors, or consultants to attend Executive Sessions by a majority vote. The Governing Council, by two-thirds vote, may appeal the decision of the President and invite or refuse to invite certain staff, advisors or consultants.

Ex officio members of the Governing Council (i.e., Treasurer, Executive Director, and Parliamentarian) may attend Executive Sessions unless Governing Council action is taken to the contrary. Organizational Affiliates may not attend Executive Sessions unless Governing Council action is taken to the contrary.

Anyone who attends the Executive Session as ex officio members of Governing Council has the same fiduciary duties to ACA regarding confidentiality and otherwise even though they do not have a vote. Invited guests will be informed of the responsibilities of keeping material discussed in Executive Session confidential (discussed among Governing Council members only unless action is taken to the contrary).

7. WHAT MATTERS MUST GOVERNING COUNCIL MEMBERS KEEP CONFIDENTIAL?

ACA Governing Council members must keep any matter confidential when: (a) the matter is raised in Executive Session and the Governing Council has not specifically authorized disclosure; (b) confidentiality is suggested by fiduciary duty or is in the best interests of ACA as determined by Governing Council vote; or (c) the general subject area or particular subject matter can reasonably be expected to be confidential, (e.g., all personnel issues involving the names, salaries or evaluations of staff, certain legal, financial and contractual matters requiring legal advice regarding risks, liabilities and obligations entered into by the Association), and the Governing Council has not specifically authorized disclosure of the matter.

It is the intention of the Governing Council to be as open as possible in its deliberations and communications. Leaders and members need to be informed as soon as possible of the business of the Association. Confidential communications should be kept to an absolute minimum. The reason for confidentiality should be noted on the document.

For information sent through the mail to Governing Council members to be designated "confidential" it must be determined to be of such sensitive nature that disclosure could conceivably put ACA or the parties involved at risk. Therefore, the Executive Director, the President, the Executive Committee, or a majority of Governing Council members must state that the information is in fact, confidential. If staff members or individual Governing Council members or authors of documents want something to be designated as confidential, they must get a ruling from one of the persons or entities indicated above to do so. If a Governing Council member wants to question the designation of "confidential" on any particular document, they can appeal the decision to the President, the Executive Director, the Governing Council or the author of the document.

8. WHAT SHOULD THE GOVERNING COUNCIL DO WHEN THERE IS A BREACH OF CONFIDENTIALITY BY A MEMBER?

While it is assumed that all members of the Governing Council are giving their best efforts, being a Council member is often very difficult and occasionally there may be a breach of confidentiality. Breaches can occur for various reasons ranging from innocent mistakes to knowing acts. In each case of a breach of confidentiality, the Governing Council will consider the seriousness of the breach and the best interests of ACA in determining what action, if any, is warranted. When the infraction is minor in nature and not ill intended, the offending member will be apprised either informally or formally of the applicable standards and expectations. Upon repeated minor infractions the Governing Council will apprise the individual and notify the representative entity. In cases which are more serious involving gross breach or repeated breaches, censure or other disciplinary action including removal for cause can be imposed by the Governing Council action.

If a Governing Council member brings a matter to the attention of the Governing Council and the member believes that the action taken or not taken constitutes a violation of fiduciary duties to the Association, the appropriate response is to file a written dissent with the secretary of the meeting before the adjournment or forward the dissent to the secretary immediately after adjournment.

9. CAN GOVERNING COUNCIL MEMBERS DISCLOSE CONFIDENTIAL MATTERS TO THE BOARDS OF THE DIVISIONS OR REGIONS THEY REPRESENT?

The intent of the Governing Council is to be as open as possible in conducting business. Any of the proceedings that occur during the course of a regular meeting may be reported to the respective entities.

An ACA Governing Council member may disclose only that confidential information (e.g., Executive Session minutes, conversations in Executive Session, etc.) which has been agreed upon by a majority of the Governing Council as appropriate for disclosure. If Governing Council members have the need to inform their representative boards of any pending question they should raise the issue prior to leaving Executive Session so that all Governing Council members understand the need for confidentiality, decide upon what information can be disclosed, and the manner and extent of disclosure.

The manner in which a Governing Council member responds to queries by Divisional and Regional boards can create an atmosphere of trust or distrust. If the Governing Council member responds in a diplomatic and professional manner, the response can foster trust and promote harmony in the organization even if that member disagrees with specific Governing Council action.

10. SHOULD SECTIONS OR PARTS OF CONFIDENTIAL REPORTS BE DISCLOSED TO OTHERS?

If the Governing Council as a whole has not authorized the disclosure of the confidential information, it may not be communicated to persons who are not members of the Governing Council. Anything that appears in the approved Minutes of the meetings can be disclosed as they are a matter of public record.

Any parts of privileged or confidential legal communications, litigation or a professional legal opinion, e.g., risks, liabilities, obligations entered into by the Association, should be disclosed only after consultation with legal counsel. Legal counsel retained by ACA should be advised to make communications as open as possible to follow ACA policy and should state the purpose of confidentiality on documents. Privileged communication should only be used where legally necessary.

Approved by ACA Governing Council, September 23-25, 1994
Revised by ACA Governing Council, March 19-21, 2000

Financial and Fiduciary Responsibilities of a Member of Governing Council

What are my financial responsibilities as a volunteer leader?

The following are some legal considerations of which volunteer leaders must be aware:

- Leaders cannot abdicate their responsibility to be in charge and to direct.
- Leaders must make certain that their Association is working within the legal framework.
- Leaders have the responsibility for the protection of all Association assets.
- Leaders must validate all major contracts by giving and recording formal approval.
- Leaders must attend all Board meetings, not just on occasion. Absence from meetings does not release a Board member from the responsibility for the decisions made.

What are my fiduciary responsibilities?

Volunteer leaders have an implicit responsibility to act in the best interest of the organization they represent. This is commonly referred to as the **fiduciary responsibility** of a volunteer and is difficult to define but easy to breach. Volunteers must constantly be aware of potential conflicts of interest and not be involved with these conflicts in any manner. Among the duties falling under a volunteer's fiduciary responsibility are:

Duty of Care: The duty of care requires an individual to exercise ordinary and reasonable care in the performance of their duties, exhibiting honesty and good faith.

Duty of Loyalty: The duty of loyalty requires a duty to avoid conflicts of interest and provide undivided allegiance to the mission of the organization. Loyalty in appearance, as well as fact, are equally critical.

Duty of Obedience: The duty of obedience requires an individual to operate within and in accordance with an organization's governing documents that include Articles of Incorporation, bylaws, and policies and procedures. Compliance with federal and state laws, regulations and procedures is also required.

Reliance on Experts: A volunteer leader is entitled to rely on information, opinions, reports or statements prepared by a committee, consultant and/or staff that the leader believes to be reliable and competent in the matters being presented. Once identified or accepted as an expert, any information, opinions, reports or statements cannot be ignored and must be given ample and proper consideration.

What records should I have available as a leader?

As an officer of any organization, tax-exempt or not, the leaders, and specifically board members, bear ultimate responsibility for that organization. Consequently, board members are entitled to any and all information that is needed to carry out their fiduciary responsibility. Boards need to hire competent management and implement a system of checks and balances that ensures timely compliance with all laws, regulations, policies and procedures. As a result, most boards can rely on summary information and reports that clearly demonstrate and report that information that is needed to satisfy any board member. These records should be readily available to any board member. Micromanagement should be avoided unless the situation dictates otherwise.

GOVERNING COUNCIL GLOSSARY

ACA Mission Statement: To enhance the quality of life by promotion the development of professional counselors, advance the counseling profession, and using the profession and practice of counseling to promote respect for human dignity and diversity.

Accrual Accounting: Financial statements prepared on an accrual basis recognize revenue when earned and expenses when an obligation is realized.

Articles of Incorporation: Organized documents which detail the name, address, purpose, registered agent and incorporators of a corporation. This document is normally filed with the Secretary of State or the State Corporation Commission. ACA is incorporated in the District of Columbia and is authorized to do business in the State of Virginia.

Balance Sheet: Indicates the financial position of an organization at a particular point in time. It consists of assets, liabilities and equity (fund balance or net worth) sections and most importantly the date that these elements are being reported.

“Bob Barret” Rule: Any motion of significant cost must be costed out by the Financial Affairs Committee before being considered by Governing Council.

Budget: A budget is simply a tool. It is a quantified set of assumptions that translated the intangible goals of a strategic plan and converts them into the programs, benefits, and projects needed to carry out the mission of the organization.

Bylaws: Internal rules adopted by the corporation for its internal management.

Consent Agenda: Items put forth to be considered in one motion. Approval of the Consent Agenda means approving all of the items contained therein. Request may be made to remove items from the Consent Agenda and they will be considered separately.

Deferred Revenues: Also referred to as unearned revenues. Under the accrual basis of accounting, revenues are recognized when earned not when they are received. Consequently, although membership dues are received in its entirety each month it is recognized over the term of an individual's membership, generally one year. Membership dues and convention related revenues are the most significant deferred revenues reported by the Association.

Division:

AACE – Association for Assessment in Counseling and Education

AADA – Association for Adult Development and Aging

ACC – Association for Creativity in Counseling

ACEG – Association for Counselors and Educators in Government

ACES – Association for Counselor Education and Supervision

ALGBTIC – Association for Lesbian, Gay, Bisexual and Transgender Issues in Counseling

AMCD – Association for Multicultural Counseling and Development

AMHCA – American Mental Health Counselors Association

ARCA – American Rehabilitation Counseling Association

ASCA – American School Counselor Association

ASERVIC – Association for Spiritual, Ethical and Religious Values in Counseling

ASGW – Association for Specialist in Group Work

C-AHEAD – Counseling Association for Humanistic Education and Development

CSJ – Counselors for Social Justice

IAAOC – International Association of Addictions and Offender Counselors

IAMFC – International Association of Marriage and Family Counselors

NCDA – National Career Development Association

NECA – National Employment Counseling Association

Fiduciary Responsibility: Volunteers leaders' implicit responsibility to act in the best interest of ACA. Among the duties falling under a volunteer's fiduciary responsibility are:

Duty to Care: The duty to care requires an individual to exercise ordinary and reasonable care in the performance of their duties, exhibiting honesty and good faith. The "ordinary man" rule often applies when measuring the responsibility.

Duty of Loyalty: The duty of loyalty requires a duty to avoid conflicts of interest and provide undivided allegiance to the mission of the organization. Loyalty in appearance, as well as fact, are equally critical.

Duty of Obedience: The duty requires an individual to operate within and in accordance with an organization's governing documents that include Articles of Incorporation, Bylaws, and policies and procedures. Compliance with federal and state laws, regulations, and procedures are as required.

Reliance on Experts: A volunteer leader is entitled to rely on information, opinions, reports or statements prepared by committees, consultant and/or staff that the leader believes to be reliable and competent in the matters being presented. Once identified or accepted as an expert, any information, opinions, reports or statements cannot be ignored and must be given ample and proper consideration.

Fiscal Year: ACA's fiscal year runs from July 1st of one year through June 30th of the next year. We are currently in FY'10.

Form 990: The annual information return required to be filed by tax exempt organizations with gross receipts greater than \$25,000. This document, related returns and schedules are subject to public inspection and are required to be filed within 5 ½ months following the completion of an organization's reporting year unless an extension has been requested and approved.

Generally Accepted Business Practices: Standard practices, policies and procedures that ensure an organization is operating efficiently.

Interest Networks: Consists of persons who organize on a national basis to promote a professional interest not otherwise provided for in the ACA structure.

Internal Financial Statements: Consists of a minimum if two reports: the Balance Sheet and the Statement of Revenue and Expenses. When prepared and understood in a complete, accurate and timely manner these reports will provide the financial pulse of an organization and allow leaders to make informed decisions as they fulfill their fiduciary responsibility.

KBG (Knowledge-Based Governance): A *philosophy* of governance and decision-making that forms a basis for the installation of an underlying process of ongoing strategic thinking and strategy development.

Policies and Procedures: Specific operating rules and policies which the organization operates under on a day-to-day basis.

Realizing a Profit: A non profit or tax exempt organization can engage in business activities similar to any other profit organizations. However, some of the activity may be subject to unrelated business income taxes. The significant difference between profit organizations and non profits or tax exempt is that any "profits" or excess revenues over expenses of non profits or tax exempts must be expended on the organization's tax exempt purpose as opposed to a return on investment to a profit organization's individual stockholders.

Restricted Funds or Designated Funds: Restricted equity or fund balances are restricted in their use you either a donor or by the governing body. Consequently, these resources are limited in their use. ACA's restricted or designated funds include:

Donor Designated Funds:

Legal Defense Fund
Human Concern Fund
Professional Counselor Advocacy Fund

Board Designated Funds:

Replacement Reserves Fund – designates resources for the replacement of equipment, furniture, etc.

Ethics Reserves Fund – designated for ethical complaint awards in excess of ACA's insurance coverage.

Proceeds Fund – represents proceeds from the sales of the 5999 Stevenson Avenue property, requires 2/3 vote of Governing Council to access these fund.

Excess Revenue Fund – represents monies designated from those years in which ACA generated significant excess revenues over expenses, requires 2/3 vote of Governing Council to access these funds.

Roberts Rule of Order: The rules of parliamentary procedure followed by ACA.

Statement of Revenue and Expenses: Also referred to as a Profit and Loss Statement or as an Income Statement. This report, unlike a Balance Sheet, does not represent the organization's financial position at a particular point in time, by an organization's financial performance over a certain period of time. Typically, the period represent the completed part of a fiscal year.

Task Forces: Group established to carry out specific function(s) in a specific period of time. It is usually for a year.

Tax Exempt Designation: ACA is a 501 (c) (3) tax exempt organization. The IRS defines these organizations as "Corporations and any community chest, fund or foundations organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competitions or for the prevention of cruelty to animals..."

Tax Exempt Organization: Any business, association or entity that has applied for tax exemption and has had it awarded by the Internal Revenue Service. These organizations are exempt from federal and state tax as well as federal unemployment tax.

Tax Identification Number: A number issued by the IRS identifying a particular organization. In is comparable to an individual's social security number.

AMERICAN COUNSELING ASSOCIATION CONFLICT OF INTEREST STATEMENT

The American Counseling Association (“Association”) and its volunteer leaders are dedicated to serving the interests of the Association’s constituency in the most honorable and ethical manner possible. Among the Association’s duties is the responsibility to provide assurance to its constituencies that debates, decision making, and all governance at the Association is conducted in an objective and bias-free context. Among the duties of the volunteer leaders of the Association is a duty of loyalty—to place the best interests of the Association uppermost when acting on the Association’s behalf. This duty of loyalty, or “fiduciary” duty, encompasses the obligation to avoid or disclose any “other interests” that could dilute, diminish, or divide a leader’s unqualified loyalty and complete commitment to the Association. Where such interests exist or even appear to exist, they are “conflicts of interest” that the Association is responsible to manage in order to ensure bias-free governance.

Summary of the Policy

The Association’s policy is to require that volunteer leaders disclose “other interests” as defined in this policy at least once each year or more frequently if “other interests” arise. Then the Governing Council, or delegated representatives of the Governing Council, must decide what if anything to do in reaction to disclosures of “other interest” according to the Association’s procedures for doing so. In most cases it will be decided that the proper corrective measure is disclosure of the “other interests” to the Governing Council or other governance body of the Association. But in some cases the volunteer leader might be asked to “recuse”—refrain from participating in debate or resolution of matters where the volunteer leader has “other interests.” In rare cases the volunteer leader might be asked to resign from the position on the board or elsewhere in the governance structure of the Association.

“Other Interests”

1. To what volunteer leaders does this policy apply?

The Governing Council has determined that the policy applies to any director, principal officer or member of a Committee with board delegated powers

2. What “other interests” are to be disclosed?

Disclosure is expected of these “other interests”:

- a) Ownership, employment, or volunteer or agency interest or involvement in a commercial entity or nonprofit organization that competes with the Association;
- b) Ownership, employment, or volunteer or agency interest or involvement in a commercial entity or nonprofit organization that is, or seeks to be, a vendor of products or services to the Association; or
- c) Position as spokesperson, consultant, employee, or agent for another commercial or nonprofit organization that advances opposing or adverse public policy positions from those of the Association.

Note: The “Association” includes the Association’s subsidiaries and affiliates.

The volunteer leader should disclose these “other interests” personally and for close business associates and family members.

3. When and how is disclosure to be made?

Disclosure is to be made at least annually when requested by the Governing Council, and after that at any time throughout the year when an “other interest” arises or becomes known that was not disclosed at the time of, or has significantly changed since, the annual disclosure. Disclosure should always be in writing. Disclosure forms are provided for that purpose. Volunteer leaders should feel free to provide additional information as appropriate.

4. What information is to be disclosed about “other interests”?

The volunteer leader should provide sufficient information about any “other interest” so as to permit an evaluation of what effect the “other interest” might have on the leader’s participation in the Association’s governance.

5. What about confidential information on “other interests”?

Any confidential information should be clearly marked as such on the volunteer leader’s disclosure. The Association will endeavor to keep the information confidential. But if a requirement for confidentiality precludes the Governing Council of the Association from fairly evaluating the disclosure, the Governing Council may respond accordingly in its recommendation regarding corrective measures.

Corrective Measures

It is the Association’s prerogative, not the disclosing volunteer leader’s, to make determinations regarding corrective measures with respect to “other interests.” The Governing Council or its delegated representatives will do so. Among the corrective measures available to be recommended are these:

1. Disclosure to the governance body: In most cases, it is expected that the possibility of subjectivity or bias will be sufficiently offset by disclosing the “other interest” to the entire governance body of which the disclosing volunteer leader is a member. That governance body will be expected to take the individual’s “other interest” into consideration when discussions, debates, or decisions occur in the governance body. The Association, its governing board, and the volunteer leader will all have fully discharged their duties.
2. Recusal: In some instances it may be determined that the avoidance of conflicts of interest, or even the mere appearance of conflicts of interest, will dictate that the disclosing individual should avoid discussions, debates, and decision making on subjects related to the disclosure. The volunteer leader will remain a member of the governance body affected but will withdraw from portions of meetings or activities appropriately.
3. Resignation: There could be situations, expected to be rare, in which the volunteer leader’s “other interest” is so extensive or pervasive that, in the view of the Association’s governing board or its representatives, the leader’s involvement in discussions, debates, or decision making in the pertinent governing body on any subject will be adversely affected. In that case the leader will be asked to resign. If resignation is not forthcoming, the Governing Council will decide on alternatives consistent with the Association’s Bylaws and governing state law.

Implementing Procedures:

1. Annual disclosure. Volunteer leaders will be asked to complete the attached disclosure form annually. Forms should be submitted at other times as well if “other interests” arise or become known.
2. Review, evaluation, and recommendation. Representatives of the Governing Council, appointed by the President, will review the annual disclosure forms along with the Executive Director and his or her designees. The volunteer leader may be asked to provide additional information as a result of this review. If this reviewing body determines that no action is required, then none will be taken. If the body determines that disclosure to the full governing body on which the volunteer leader sits is the appropriate corrective measure, this will be undertaken with notice to the volunteer leader. If other corrective measures are recommended, the matter will come before the Governing Council.
3. Governing Council. The Governing Council makes the final determination of the appropriate corrective action to be recommended to the volunteer leader and any subsequent action or procedures that may become expedient.

Any questions about the Association’s policy or procedures should be raised with the Executive Director of the Association.

Disclosure of Other Interests

As a volunteer leader of American Counseling Association (the "Association"), I recognize that the Association must provide bias-free governance to the Association's constituency, and that I owe a duty of loyalty to the Association. One aspect of fulfilling my duty is to avoid or disclose "other interests" according to the Association's policy and procedures on conflicts of interest. I am therefore disclosing the following "other interests" as defined by the Association. I will provide further information if requested and will cooperate with any review and evaluation on behalf of the Association.

1. Any ownership, employment, or volunteer or agency interest or involvement in a commercial entity or nonprofit organization that competes with the Association:
2. An ownership, employment, or volunteer or agency interest or involvement in a commercial entity or nonprofit organization that is, or seeks to be, a vendor of products or services to the Association:
3. Any position as spokesperson, consultant, employee, or agent for another commercial or nonprofit organization that advances opposing or adverse public policy positions from those of the Association:

Note: The "Association" includes the Association's subsidiaries and affiliates.

Note also: The volunteer leader should disclose these "other interests" personally and for close business associates and family members.

Please use additional sheets or attached explanatory documents if appropriate.

Please indicate whether any information provided here is requested to be kept confidential by the Association.

This information is accurate and complete to the best of my knowledge and ability.

Signature

Date

Association Position

Section 3

Governing Council Meetings

2010 – 2014 Governing Council Meetings and Deadlines

Meeting Date October 28-30, 2010

Deadline for Agenda Items/Submitting Motions September 13, 2010

Meeting Date March 22-24, 2011

Deadline for Agenda Items/Submitting Motions February 7, 2011

Meeting Date October 13-16, 2011

Deadline for Agenda Items/Submitting Motions August 29, 2011

Meeting Date March 20-22, 2012

Deadline for Agenda Items/Submitting Motions February 6, 2012

Meeting Date October 11-14, 2012

Deadline for Agenda Items/Submitting Motions September 27, 2012

Meeting Date March 19-21, 2013

Deadline for Agenda Items/Submitting Motions February 4, 2013

Meeting Date October 17-20, 2013

Deadline for Agenda Items/Submitting Motions September 3, 2013

Meeting Date March 25-27, 2014

Deadline for Agenda Items/Submitting Motions February 10, 2014

Meeting Date October 16-19, 2014

Deadline for Agenda Items/Submitting Motions September 2, 2014

Governing Council Rules of Procedure

1. First Meeting of New Governing Council

- a. At the first meeting of the Governing Council after commencement of a Governing Council term of office, the first order of business shall be the approval of the Governing Council Rules of Procedure.
- b. The President shall appoint a Parliamentarian and Process Observer, with the consent of the Governing Council.
- c. Multicultural and diversity training will take place at the Fall Governing Council meeting.

2. Meetings

- a. The Governing Council shall meet a minimum of twice per year. A meeting will be held immediately prior to or following the ACA annual convention.
- b. Expenses incurred in participation in Governing Council meeting will be paid by ACA in accordance with ACA policies and procedures.
- c. The President of the association shall preside at meetings of the Governing Council and in the President's absence, the President-Elect shall preside.

3. Quorum

- a. A quorum shall be a majority of the voting members of the Governing Council.

4. Order of Business

- a. The order of business for meetings of the Governing Council shall be as follows:
 - i. Call to order by the President;
 - ii. Adoption of the Agenda for the meeting;
 - iii. Consideration of the items on the Agenda in order.

5. Agenda

- a. The proposed Agenda shall be prepared by the Executive Committee.
- b. Proposed agenda items should be submitted to the ACA President in sufficient time to be distributed to the Governing Council in advance of each meeting. The proposed agenda and all supporting documents shall be sent to all members of the Governing Council prior to each meeting of the Governing Council.

6. Substitution or Proxies

- a. Substitutes or proxies for elected Governing Council members are not permitted except as provided in the Bylaws and Policies of the Association.
- b. Exceptions may include the permanent replacement of the previously elected Governing Council member or the seating of a temporary observer having voice without vote. In the case of these exceptions, formal written notice by the Division President or ACA Region Chair must be made no later than 72 hours prior to the session of the Governing Council at which the person is to be seated.

7. Speaking and Voting Procedures

- a. Voting members of the Governing Council include: ACA Officers (President, President-Elect, Immediate Past President, except Treasurer and Executive Director who are ex-officio without vote) and one member of each Division or Region (Bylaws, Article X, Section 1). An Organizational Affiliate is entitled to ex-officio, non-voting participation in the Governing Council meetings (Bylaws Article V, Section 1). The Parliamentarian shall without vote advise the President and the Governing Council regarding parliamentary law and parliamentary procedure (Bylaws, Article XVI, Section 2).
- b. During a Governing Council meeting, any member of the Governing Council may speak on any matter which is brought before the assembly. Seated observers may have speaking rights, but no voting rights.
- c. Any member of ACA may attend Governing Council meetings, but may only speak with permission of the Presiding Officer. A special seating section will be provided for ACA members who are not members or seated observers of the Governing Council.
- e. A Governing Council member wishing to speak from the floor shall first secure recognition from the chair and address only the chair.
- f. Speakers shall indicate their purpose in accordance with parliamentary procedures.
- g. A Council member may not speak more than five minutes at any one time, nor more than twice on the same question (except when granted that privilege by majority, 2/3 vote of the Governing Council).
- h. The Governing Council may, in order to expedite business, limit equally the time or the number of speakers for each side of a question, or the total time for debate thereon, by a majority vote.
- i. Voting shall be by voice, show of hands, standing, or paper ballot as decided by the President.
- j. A vote by show of hands or standing can be requested by any one member of the Governing Council.
- k. A vote by ballot can be ordered by a majority vote.
- l. A roll call vote can be ordered by a majority vote.

8. Forms of Proposed Motions

- a. A motion calling for action by the Governing Council may be made by a member of the Governing Council and requires a second. Motions from divisions, organizational affiliates, ACA regions, branches, or standing CA committees do not require a second.
- b. The preferred content of such motions shall be:
 - i. If it creates or reconstitutes a committee: the purpose for which the committee is established, whether it is to be a standing committee or a special committee and in the latter case for what specific term, through what method the committee shall report, the number of members and the term of their appointment.
 - ii. If it modifies these rules: what rule is to be modified or the place where a new rule is to be added, the purpose or nature of the change, and the text of the rule in its new form.
 - iii. If it directs a limited or single action: the person, agency or committee who shall carry out the action unless this is evident in these Rules, and the action to be taken.
 - iv. If it expresses an opinion or a hope, or states a general policy not specifically implemented: that a resolution of appropriate form be clearly separated from other motions that specify actions.

- v. If it calls for the expenditure of funds: that it includes a statement calling for an item for the specified purpose to be included in the budget for the next year, or if enacted immediately, that funding be identified in the present budget.

It is the essence of orderly procedure that distinction be made between transitory legislation, such as (iii) and (v) above, and a continuing rule such as (i), (ii), and (iv).

- c. Motions must be presented in writing to the Presiding Officer as soon as they have been made. They shall be signed by the maker, who will also sign the name of the member who seconds the motion. Motions will be officially on the floor for discussion after the presiding officer has read the motion to the Governing Council.
- d. Amendments, when offered, must be germane to the subject under consideration.

9. Channels and Forms of Reports

- a. Action reports of regions, branches, divisions, organizational affiliates, committees and officers shall be in writing and furnished to Governing Council members in advance of the meeting at which they are to be acted upon. A report should distinguish clearly between the account of activities of the committee and problems discussed, and specific recommendations for action.
- b. Reports of officers, committees, members, or staff are presented to the Governing Council (preferably in written form). The Council has the following options:
 - i. To hear and receive the report without action,
 - ii. To adopt motions directing modifications of the report or further work upon it,
 - iii. To refer the committee to another body with or without instruction, or
 - iv. To fully adopt the report and have it become part of the formal policy of the Association.
- c. If the Governing Council wants to approve the full content of a report, have the recommendations implemented, or establish the content as a formal policy of the organization, a motion to adopt is the appropriate motion.
- d. The Treasurer's report is an exception. No action to adopt is required or even proper on a financial report unless it is of sufficient importance, as an annual report, to be referred to auditors, in which case it is the auditor's report that is adopted with the motion made by any member of the Governing Council other than the Treasurer.
- e. Proposals for motions for action made by a committee shall be transmitted to the Governing Council. A proposal may be returned to the originating source by the Governing Council once, but thereafter if resubmitted by the originating source, shall be considered by the Governing Council and some action taken.
- f. The Governing Council, in acting on proposals for action from a committee, shall determine that the motion:
 - i. ought to pass,
 - ii. ought to pass with the following amendments,
 - iii. ought to be substituted for by the following substitute motion, or
 - iv. ought not to pass.

10. Resolutions

- a. Resolutions originating from individuals or groups at the Governing Council meeting may be introduced under "Resolutions" on the agenda (after resolutions submitted in advance are reported and acted upon), or under "New Business," by any Governing Council member or his/her designee. No resolution originating from the floor shall be considered by the Governing Council unless it has first been presented to the Secretary of the Governing Council signed by the motion maker and the seconder.
- b. Resolutions should be presented in sufficient copies for each Governing Council member to have one or should be displayed on a large enough screen/monitor for all of those in attendance to see it clearly.

11. Bylaws Amendments

- a. All Bylaws amendments require previous notice and a two-thirds vote of the Governing Council members voting.
- b. The Governing Council can take final action on Bylaws amendments at any regularly scheduled meeting of the Governing Council.
- c. Bylaws amendments proposed by National Divisions, Branches, Regions, or individual members in accordance with the Association's Bylaws (Article XV) and submitted to the Governing Council through the Bylaws Committee will be finally acted upon under "Bylaws Amendments" on the meeting agenda. Previous notice is met by including the proposed amendment in the Governing Council materials sent to members prior to the meeting.
- d. Bylaws amendments originating in a Governing Council meeting can be proposed under "New Business." Such amendments, however, cannot be finally considered at that time, since they violate the "previous notice" rule above. The only action which may be allowed is that the proposed amendment can be discussed informally and briefly at the discretion of the presiding officer. It must then be forwarded to the Bylaws Committee and be processed as specified in the Bylaws for a final Governing Council vote at the next regularly scheduled meeting of the Governing Council.
- e. Bylaws amendments take effect immediately upon adoption unless the motion to adopt specifies otherwise.

12. Standing Rules

- a. *Robert's Rules of Order Newly Revised* shall be the Standing Rules of the Governing Council, except where they conflict with the Certificate of Incorporation, the Bylaws, or the Governing Council Rules of Procedure.

13. Amending and Suspending Rules of Procedure

- a. The Governing Council Rules of Procedure shall remain in force until they are amended or repealed.
- b. A majority vote at any regular meeting of the Governing Council shall be sufficient to amend these Governing Council Rules, to take effect at the close of the meeting at which the vote is taken (not at the end of the particular session, except the final one).
- c. Except that a two-thirds vote may suspend these Rules for a particular session of a meeting, or for the remainder of that meeting.

14. Information Regarding Meetings

a. Notification of Meetings:

ACA's Conference and Meetings department will e-mail each member of Governing Council a memo detailing information regarding the location and logistics of the Governing Council meeting. You will be responsible for completing the housing and travel information on the form and returning it to ACA Conference and Meetings by the designated deadline. Your hotel reservations will be made by the ACA Conference and Meetings department.

b. Travel:

Make your travel arrangements. You will be reimbursed by ACA for your travel expenses. ACA also has a travel service, ACA Travel Services – 866-825-4797 or www.acatvl.com, where you may bill your ticket directly to ACA.

c. Housing:

i. Fall Governing Council Meeting:

At the fall Governing Council meeting ACA will pay hotel cost for division and region representative as indicated in the information provided by ACA Conference and Meetings department. Each person is responsible for his or her own incidental costs.

ii. Spring Governing Council Meeting:

Before the ACA Annual Conference, ACA will contact each member of the Governing Council to make your hotel reservations. ACA will pick up the cost of your hotel room for the night before the Governing Council convenes, and each night Governing Council meets until 5:00 p.m. Your housing is not covered for those days when the meeting ends at Noon unless the President determines otherwise.

You are responsible for all hotel incidentals plus any additional nights you will stay at the convention.

You have the option to stay at the hotel where Governing Council convenes or at another of the ACA designated hotels. You may choose to stay at the ACA Headquarters hotel during the meeting and then move to another hotel after Governing Council adjourns. Be sure to clarify these specifics when contacted by ACA. ACA will accommodate whatever reservations you may require (at any official ACA conference hotel), however, only those nights – as specified above – will be placed on the ACA Master Bill.

d. Meals:

ACA provides most meals during Governing Council. There is usually one Group Dinner and one or two dinners on your own. ACA Per Diem is currently: Breakfast - \$9.00; Lunch - \$11.00; and Dinner - \$30.00.

e. Mileage:

ACA reimbursement for mileage is currently \$.50 per mile.

Travel and Expense Reimbursement Forms

At the meeting you will be provided with a Travel and Expense Reimbursement form. Fill it out and attach receipts, sign it and mail it to Holly Clubb, Director of Leadership Services, within 30 days of the meeting.

f. Preparing for the Meeting:

Before each Governing Council meeting you will receive the Working Papers and agenda for the meeting and a telephone call from the Executive Director to go over any questions you might have.

To prepare for the meetings:

- i. Read the materials provided
- ii. Formulate any questions

Parliamentary Procedures

AMERICAN COUNSELING ASSOCIATION

Diagram of Parliamentary Motions in Order of Precedence
Prepared by Mark Pope, ACA Parliamentarian (2000-2002)

<u>PRIVILEGED</u>	<u>Fix Time to Adjourn</u> <u>Adjourn</u> MOTIONS <u>Call for Orders of the Day // I</u> <u>Take Recess</u> <u>Question of Privilege // I</u>	
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	<u>APPEAL THE DECISION OF THE CHAIR // I</u> <u>Division of the Assembly // N2, I</u> <u>Division of the Question</u> <u>Filling Blanks // N2</u> <u>Objection to Consideration // 2/3, I</u> MOTIONS <u>Make Nominations // N2</u> <u>Close Nominations // 2/3</u> <u>Parliamentary Inquiry // N2, I</u> <u>Point of Information // N2, I</u> <u>Point of Order // N2, I</u> <u>Suspend the Rules // 2/3</u>	
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<u>SUBSIDIARY</u>	<u>Lay on the Table</u> <u>Previous Question // 2/3</u> <u>Limit or Extend Debate // 2/3</u> <u>POSTPONE TO A DEFINITE TIME</u> MOTIONS <u>REFER TO A COMMITTEE</u> <u>AMEND THE AMENDMENT</u> <u>AMENDMENT</u> <u>POSTPONE INDEFINITELY</u> <u>RECONSIDER // I</u>	
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	<u>MAIN MOTION</u>	
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Legend

ALL CAPITALS = debatable motions

Small Letters = non-debatable motions

2/3 = Motions requiring a 2/3rds vote

N2 = Motions not requiring a second

I = May interrupt a member who has the floor

Motions to amend the bylaws as required by the existing bylaws

OR previous notice and 2/3rds vote of those present and voting

OR majority of entire membership.

Based on Robert's Rules of Order Newly Revised (10th ed.) (2001).

PARLIAMENTARY PROCEDURE DEFINITIONS

Privileged Motions

Motions which are of such importance to the assembly that they must be acted on at once, regardless of the other business that may be pending.

- Fix Time to Adjourn – a motion to set an adjournment time
- Adjourn – a motion to end the deliberations of the assembly
- Call for Orders of the Day – a motion to return to the agenda which has been previously agreed to by the assembly
- Take Recess – a motion to take a break from the assembly's deliberations
- Question of Privilege – a motion having to do with the rights or comforts of the assembly or any member of the assembly (better ventilations, temperature, lighting, room to be cleared of visitors); when another member asks permission to do something or to have something done which he/she could not do or could not have done under the ordinary rules of procedure.

Incidental Motions

1. motions which are incidental to the main motion and do not apply directly to it;
 2. are permitted to interrupt any other business and are usually acted upon at once;
 3. these motions takes precedence over the main motion because the member wants action taken before the vote is taken on the main motion.
- APPEAL THE DECISION OF THE CHAIR – a motion to appeal the decision of the Presiding Officer to the assembly. Division of the Assembly – a motion to have the votes cast by standing, roll call, or actually moving to different sides of the room.
 - Division of the Question – a motion to vote on designated parts of a main motion.
 - Filling Blanks – a motion to propose several alternatives to be voted on by the assembly; requires a "blank" be created by a previous motion; the alternatives to fill the blank are then proposed; a vote taken on the alternatives; and a final vote is taken on the main motion with the blank filled in. E.g. – "Resolved, that ACA sell its building for no less than \$_____."
 - Objection to Consideration – a motion to prevent any discussion on a motion when either the motion itself or the discussion on it is quite objectionable to a large majority of the assembly; takes a 2/3rds vote in the negative "should this motion be considered by the assembly?" May be made only before any discussion on the motion commences.
 - Make Nominations – a motion to nominate a person for an elected position; no second required, but it is allowable to show support.
 - Close Nominations – a motion to close the nominating process, but should not be allowed until all nominations have been made; requires second and 2/3rds vote.
 - Parliamentary Inquiry – a question directed to the Presiding Officer to obtain information on a matter of parliamentary law or the rules of the assembly bearing on the business at hand; can interrupt a speaker.
 - Point of Information – a request directed to the Presiding Officer, or through the Presiding Officer to another officer or member, for information relevant to the business at hand but not related to parliamentary procedure; it must always be in the form of a question; can interrupt a speaker.
 - Point of Order – a motion made when a member believes that the Presiding Officer has made a mistake or a wrong decision in the parliamentary process; "I rise to a point of order"; the Presiding Officer rules on this situation and proceeds based on the ruling; can interrupt a speaker. Presiding Officer's ruling can be appealed.
 - Suspend the Rules – a motion to not use the adopted rules of procedure for the purpose specified in the motion; 2/3 vote.

Subsidiary Motions

Motions which are subsidiary to the main motion and have no purpose by themselves, their only purpose is to affect the main motion.

- Lay on the Table – a motion to “table” a main motion (also, appeals, reconsideration, and privileged motions), is in order for urgent matters only and, if passed, ceases all discussion of the main motion until the main motion is removed from the table; no debate or amendment.
- Previous Question – a motion to stop debate and move the assembly to a vote, a member may either 1) “call for the question,” if there are no objections, the Governing Council will proceed with the vote on the main motion which is pending; OR 2) the motion for the “previous question” may be made (requires a second, no debate, 2/3 vote) and, if the motion for the “previous question” receives the required 2/3rds majority, all debate on the main motion which is pending is stopped and a vote is immediately taken.
- Limit or Extend Debate – a motion to either limit or extend debate; requires a second, no debate, 2/3rds for passage
- POSTPONE TO A DEFINITE TIME – a motion to put off deliberation of a main motion to a specified time; 2/3rds vote; debatable only as to propriety of postponement; if passed, the main motion becomes a general order of the day for the specified meeting.
- REFER TO A COMMITTEE – a motion to send a main motion to a committee for additional work; debatable both as to instructions to the committee and as to the advisability of commitment; if no standing committee exists or is specified, the motion should include the size of the committee and the method of selecting the members.
- AMEND THE AMENDMENT – a motion to amend another amendment so as to change the words used; an amendment to an amendment cannot be amended (no 3rd degree amendments, take care of the other amendments before allowing another amendment).
- AMENDMENT – a motion to change the wording of a main motion.
- POSPONE INDEFINITELY – a motion to take no action at this time.
- RECONSIDER – a motion to consider a main motion previously considered and disposed of; the maker of this motion must have voted on the prevailing side of the original vote.

MAIN MOTION

1. is the main idea or resolution that an assembly is working on, such as “I move that we have a bake sale;”
2. all the work of the assembly is organized around this one motion;
3. you can have only one such main idea before the assembly at one time, otherwise, you would have great confusion both in the discussion and the voting;
4. therefore, the main motion has the lowest rank or “precedence” of all the motions because a main motion can be moved only when there is nothing else before the assembly.

**AMERICAN COUNSELING ASSOCIATION
GOVERNING COUNCIL**

MOTION CONTROL FORM

SUBJECT:

IT IS MOVED:

RATIONALE/NEED:

FINANCIAL IMPACT (POLICY 3.14):

Fiscal:

Impact on the Profession:

PERSON/ENTITY RESPONSIBLE FOR FOLLOW-UP:

FOLLOW-UP REPORT TO BE SUBMITTED TO GOVERNING COUNCIL BY (DATE):
(POLICY 7.1)

MOVED BY:

SECONDED BY:

RECEIVED BY:

DATE:

American Counseling Association Governing Council Completing a Motion Control Form

To present a motion for consideration by the ACA Governing Council, follow the format outlined below. Typed motions are preferred if being prepared in advance.

1. **SUBJECT:** Consider this a topic sentence describing the issue addressed by the motion.
2. **IT IS MOVED:** This is where you will write the actual motion that will be considered by the Governing Council. Use as much space as necessary.
3. **RATIONAL/NEED:** List why the motion is needed. Use as much space as necessary.
4. **BACKGROUND:** In this section, include an explanation of the issue, current status, and the context for the motion. Use as much space as necessary.
5. **FINANCIAL IMPACT:** According to ACA policy, the Financial Affairs Committee must approve all motions that have a fiscal impact of more than \$500 before being forwarded to the Governing Council for consideration. This section must include the following:
 - a. What is the fiscal impact of this motion if approved by Governing Council?
 - b. Has the Financial Affairs Committee received information on this motion (via communication to the ACA Treasurer)?
6. **IMPACT ON PROFESSION** Use as much space as necessary to explain how this motion will benefit the professional and/or association.
7. **ADDITIONAL SUPPORTING INFORMATION:** Be sure to indicate if you are attaching additional information.
8. **GOVERNING COUNCIL LIAISON:** The appropriate Governing Council liaison for this subject area must be notified of this proposed action. This insures That there is a least one person in the Governing Council meeting who is knowledgeable about the motion.

FREQUENTLY ASKED QUESTIONS (FAQs)

Who are the voting members of the Governing Council?

ACA Officers (President, President-Elect, Immediate Past President except Treasurer and Executive Director who are ex officio without vote) and one member of each Division or Region.

(Bylaws, Article X, Section 1). An Organizational Affiliate is entitled to ex officio, non-voting participation in the Governing council meetings (Bylaws, Article V, Section 1). The Parliamentarian shall without vote advise the President and the Governing Council regarding parliamentary law and parliamentary procedure (Bylaws, Article XVI, Section 2).

Who may speak during Governing Council?

Any member of the Governing Council may speak on any matter that is brought before the assembly. Seated observers may be granted speaking rights, but no voting rights. Any other person who is present may request to speak. All requests to speak must be made through the ACA President, who chairs the Governing Council meetings.

Who may attend Governing Council meetings?

Any member of ACA may attend Governing Council meetings, but may only speak with permission of the Presiding Officer. A special seating section will be provided for ACA members who are not members or seated observers of the Governing Council.

What is a quorum?

A "quorum" is the minimum number of members of the Governing Council who are required to be in attendance in order to conduct business. A quorum is the majority of all voting members of Governing Council. The continued presence of a quorum is presumed unless the Presiding Officer or another member notices that a quorum is no longer present. Any member noticing the apparent absence of a quorum can make a point of order at any time as long as they do not interrupt a person who is speaking. Debate on a pending question can continue until the point of order is raised.

When voting on resolutions or matters that come before the Governing Council, what is the criterion for passage?

A majority vote means more than half of the votes cast by persons legally entitled to vote, excluding abstentions. A 2/3 vote means more than 2/3rd of the votes cast by persons legally entitled to vote, excluding abstentions, at a regularly called meeting at which a quorum is present. For a 2/3 vote there must be twice as many in favor as opposed.

What is "information" in the "point of information" motion?

The "information" referred to is a specific question of the chair or the person who currently has the floor. The person who has the floor may decide to not yield to the question. The chair will ask, "What is your question?"

What is "order" in the "point of order" motion?

The motion concerning a "point of order" relates specifically to parliamentary process or parliamentary order.

What is "privilege" in the "point of privilege" motion?

The "privilege" referred to has to do with the rights or comforts of the assembly or any member of the assembly (better ventilation, temperature, lighting, room be cleared of visitors).

How are bylaws amended?

2/3rd majority of the Governing Council members voting is required for passage of an amendment to the ACA Bylaws. Proposed amendments may be originated by the Governing council or presented at the Governing Council by a National Division, a Branch, a Region, an ACA Standing Committee, or by an individual member (with 50 signatures of members in good standing). Must be submitted in writing to the Bylaws Committee no later than 12 weeks prior to the Governing Council meeting at which the change may be considered. Bylaws Committee will transmit to the Governing Council such proposed amendments with or without a recommendation regarding each proposed change at least 6 weeks before the next regularly scheduled meeting of the Governing Council.

Section 4

Financial Information

ACA as a Tax-Exempt Organization

What is a tax-exempt organization?

A tax-exempt organization is any business, association or entity that has applied for tax exemption and has had it awarded by the Internal Revenue Service. These organizations are exempt from federal and state income tax as well as federal unemployment tax. Typically these organizations are churches, labor unions, schools, universities, charities, cemeteries, professional associations or other organizations serving the public good.

Are tax-exempt organizations exempt from sales tax?

Sales tax exemption is determined at the state level and varies from state to state. ACA applies for sales tax exemption in the state where the annual convention is held. It depends on state law whether or not an exemption is granted.

Are nonprofit organizations allowed to realize a profit?

Yes, a nonprofit or tax-exempt organization can engage in business activities similar to any other profit organization. However, some of the activity may be subject to unrelated business income taxes. The significant difference between profit organizations and nonprofits or tax-exempts is that any "profits" or excess revenues over expenses of nonprofits or tax-exempts must be expended on the organization's tax-exempt purpose as opposed to a return on investment to a profit organization's stockholders.

What is a tax identification number?

A tax identification number is issued by the IRS identifying a particular organization. It is comparable to an individual's social security number.

Can we share a tax identification number with a related organization?

No, like your social security number a tax identification number can not be shared regardless of the relationship to another organization.

What are my administrative responsibilities as a tax-exempt organization?

- Follow the articles of incorporation and the bylaws submitted during the application process
- Report any changes in bylaws and/or activity to the IRS
- Maintain complete and accurate records
- If applicable, file 990 and related returns annually in a complete and timely manner
- Ensure employment taxes are paid regularly
- Annually register your organization with the state
- Comply with the public inspection requirements
- Comply with all federal and state regulations
- Safeguard assets of the corporation (insurance)

What is a 990, does ACA have to file one and when does it need to be filed?

The 990 is the annual information return required to be filed by tax-exempt organizations with gross receipts greater than \$25,000. This document, related returns and schedules are subject to public inspection and are required to be filed within 5 ½ months following the completion of an organization's reporting year unless an extension has been requested and approved.

What are the public inspection requirements and how does ACA conform?

All tax-exempt organizations are required to provide the public access to their organization's 990s and related schedules for the three most recent years. These returns must be presented or available in a timely manner. In addition, a copy of the organization's Application for Tax Exemption must also be available. A tax-exempt organization must mail copies of these requested documents when requested by mail. Small fees for postage or copying may be assessed.

What is lobbying?

Lobbying is supporting or opposing any piece of legislation at an level of government. Direct lobbying is attempting through communications with a member of an employee of a legislative body, communication that reflects a view, clarifies, amplifies, modifies or provides support to particular legislation. All preparatory activities such as research, planning and coordination are considered lobbying. Further, the regulations provide that there is not distinction between influencing legislation, education or providing technical advice to a legislator. As a result, the same rules apply. Indirect or "grassroots lobbying" is the attempting to influence the general public or segments of the public with respect to an election, legislative matters or referendum, indirect influencing or legislation or an election.

What is substantial lobbying?

Substantial is a relative term and is intentionally vague. It is defined as significant but is much less than 50%. More concerning it can be measured through a number of various methods. To help define substantial and create a more objective standard or definition, the IRS allows 501(C) (3) organizations to make a 501(h) election. Organizations making this election agree to be governed by the following:

- 20% of the first \$500,000 of an organizations exempt purpose expense plus
- 15% of the next \$500,000, plus
- 10% of the next \$500,000, plus
- 5% of the remaining expenditures.

What is political campaigning?

Political campaigning is the participation or intervention in any political campaign for public office. A campaign is deemed to begin when someone announces either by public statement or by filing with the state election commission that he or she is a candidate for public office. Tax-exempt organizations classified as 501(c) (3) are specifically excluded from any political campaigning.

Can we establish a Political Action Committee (PAC) Funds?

Organizations are prohibited from any political campaigning; consequently, assets of these organizations cannot be expended on endorsing any candidate. However, many tax-exempt organizations have established PAC funds. These are separate organizations completely funded through the contributions and donations of the members of the particular tax-exempt. It is imperative that any organization taking this route clearly understands the laws and regulations associated with this type of organization. Violating these laws and regulations can jeopardize the tax-exempt status of a nonprofit.

UNDERSTANDING FINANCIAL STATEMENTS

Preparation and Reading of Financial Statements

ACA produces its internal financial statements on a monthly basis. These financial statements are prepared consistent with generally accepted accounting principles and reviewed by the Financial Affairs Committee prior to dissemination each month. Annually, an independent CPA firm audits the year-end financial statements. Upon completion of this audit, the audited financial statement is forwarded directly to members of the Governing Council. The association's fiscal year begins July 1st and extends through June 30th.

To help you assess ACA's financial status, you will receive two reports: the Balance Sheet and the Statement of Revenue and Expenses. These reports will provide the financial pulse of the Association and will allow you to make informed decisions as you fulfill your fiduciary responsibility.

Balance Sheet

The Balance Sheet indicates the financial position of the Association at a particular point in time. It consists of assets, liabilities and equity sections and most importantly the date that these elements are being reported.

Assets consist of anything of value that is owned by the Association or rights to which the Association is entitled. ACA's balance sheet includes the following assets:

Cash & cash equivalents – these assets include the Association's petty cash, checking accounts, savings accounts and various investments (certificates of deposits, stock, bonds, money markets, etc.).

Accounts Receivable – these assets represent monies owed by customers from the sale of ACA products. Receivables are generated through the extension of credit primarily from the sale of publications and advertising. A portion of these sales is estimated to not be collectible; accordingly, receivables are reported net of these sales.

Prepaid Expenses – represents expenses paid in advance. Postage, insurance and convention related expenses are the most common.

Deposits – represents long-term deposits required by landlords (security deposits) and/or printing companies. The monies are refundable upon termination of our relationship with these particular vendors.

Inventory – consists of publications, videos, home studies and plaques and frames that have been purchased to be resold. These assets are valued at cost.

Fixed assets – include furniture, equipment, leasehold improvements, copiers, etc. These assets are depreciated over their estimated useful life.

Liabilities represents any debts or obligations that are owed by the Association. These include unpaid bills, employee benefits, loans, deferred membership dues and subscription revenues that have yet to be earned. Liabilities included in ACA's financial statements include:

Due to related organizations – represents those monies collected on behalf of divisions. ACA policy requires that these monies be forwarded to the respective organizations by the 15th of each month. Membership dues, subscription revenues and publication sales represent the majority of monies collected on behalf of related organizations.

Accounts payable – represents amounts owed to vendors for goods and services incurred during the normal course of business. These payables range from #300,000 during ACA’s slower months to more than \$1.2 million prior to the convention.

Accrued salaries, leave and payroll taxes – represents staff cost incurred during the month but not paid until the following month. Under the accrual basis of accounting expenses are recognized when incurred not when they are paid.

Deferred revenues – is also referred to as unearned revenues. Under the accrual basis of accounting revenues are recognized when earned not when they are received. Consequently, although a member’s dues are received in its entirety, each month it is recognized over the term of an individual’s membership, generally one year. Membership dues and convention related revenues are the most significant deferred revenues reported by the Association.

The equity section is also referred to as fund balance or net worth. Equity represents the residual of assets and liabilities. If an organization has more assets than liabilities, the organization is by definition solvent. If, however, the converse is true, the organization is technically bankrupt. This concept is best illustrated in our personal lives when looking at our homes or cars:

		Home	Car
Market value	Asset	\$250,000	\$5,000
Mortgage/Lien	Liability	\$150,000	\$6,000
Equity	Fund Balance	\$100,000	(\$1,000)

The equity section of a tax-exempt organization is typically divided in to three sections: unrestricted, restricted and retained earnings. Unrestricted equity is not encumbered in any manner and is free to be used by the Association within its policies and procedures. Restricted equity or fund balance is also referred to as designated equity or fund balance. These are generally encumbered by use or process by either the donor or by the governing body. Consequently, these resources are limited to their use. ACA’s restricted or designated funds include:

Donor Designated Funds

- Legal Defense Fund
- Human Concerns Fund
- Professional Counselor Advocacy Fund

Board Designated Funds

- Replacement Reserves Fund – designates resources for the replacement of equipment, furniture, etc.
- Ethics Reserves – designated for ethical complaint awards in excess of ACA’s insurance coverage.
- Proceeds Fund – represents proceeds from the sale of the 5999 Stevenson Avenue property, requires 2/3 vote of Governing Council to access these funds.
- Excess Revenue Fund – represents monies designated from those years in which ACA generated significant excess revenues over expenses, requires 2/3 vote of Governing Council to access these funds.

Retained Earnings represent excess revenues over expense or expense or revenues for the current period.

Statement of Revenue and Expenses

The Statement of Revenue and Expenses is also referred to as a Profit and loss Statement or as an Income Statement. This report, unlike a Balance Sheet, does not represent the organization's financial position at a particular point in time, but an organization's financial performance over a certain period of time. Typically, the period represents the completed part of a fiscal year.

The Statement of Revenue and Expenses can be modified to provide meaningful comparisons to evaluate ACA's performance. Comparisons to the prior year, quarter or month can be used to identify trends and develop reasonable projections. Comparisons to the approved budget can be used to evaluate the current performance to expectations. Comparisons to industry standards can provide management useful information regarding the Association's efficiencies or lack thereof.

The Statement of Revenue and Expenses consists of three sections: Revenue, Expenses and the difference of the two.

Revenues – represent the significant sources of income earned by the Association. As previously indicated under the accrual basis of accounting, revenues are recognized when earned not when received.

Expenses – represent those expenditures incurred by the Association. Once again, expenses are recognized when incurred, not when paid. Accordingly, timing differences can occur from year to year. For example, in one year the Advance Registration Brochure might be printed and invoiced in August and in another year it might be printed and invoiced in September.

Excess revenue or expenses or Excess expenses over revenue – represents the residual of revenue over expenses or expenses over revenue. This amount should equal the amount reported as retained earnings on the Balance Sheet.

As a member of Governing Council, what questions should I ask?

- How healthy is the Association financially compared to last year?
- How closely does the Association meet its budget?
- Which programs stand alone financially and which require support from other sources?

To whom do I go, if I have questions or need further explanation?

- Treasurer
- Associate Executive Director of Finance

Section 5

Communication

COMMUNICATING WITH GOVERNING COUNCIL MEMBERS

Governing Council Listserv

The ACA Governing Council listserv has been set up to enable Governing Council members to communicate with each other by email without having to put in all of the addresses each time in order to send a message to the entire Governing Council. Any message sent to the listserv will automatically be sent to the entire group. Here is the information on how best to use the listserv.

1. When you want to send an email message to the entire Governing Council, address your email to:

ACA-GC@LIST>COUNSELING.ORG

Your message will automatically be sent to the entire group.

2. When you respond to a message sent to this listserv address, be aware of how you send it. If you simply hit **“reply”** **your response will go to the entire list**. If you want your message to go only to one or a few of the Governing Council members, you should **forward it** and address your response to **ONLY** the person(s) you want to respond to.
3. Each Governing Council member is included on the listserv at the address you have provided as your email address. **If you have more than one email address, the list serv WILL NOT accept messages sent from an address that is not on the listserv.** So you would need to always send from the address that is the one shown on the listserv. If you want to be able to use more than one email address, you would need to provide ACA with ALL your addresses and request that all are included on the listserv. If you do that, you can send to the listserv from all of your addresses, but you will also received listserv communications at all of them.
4. Any time you change your email address, please notify Holly Clubb at ACA headquarters and she will see that the change is made on the Governing Council listserv.

MemberClicks

ACA has added a new communication tool available to members Governing Council. It is an online community called MemberClicks that will allow you to communicate the other Governing Council members without going through the listserv. Instead of having your email inbox filled with messages and replies, you have to login to the MemberClicks site to receive or respond to messages.

This site will allow Governing Council Members to view and update their contact information; post documents and have discussions. There is also the ability to poll members on a given topic.

How to access this site:

1. On the home page of the ACA website, scroll down to the bottom and click on **ABOUT US**.
2. On the **ABOUT US** Scroll down and click on **Leadership Resources** (on the left side).
3. Then click on the link for MemberClicks.
4. Then you will need to login. Login information will be provided by the Director of Leadership Services (hclubb@counseling.org)

Once you reach the site, you will find the following tabs:

Welcome – home page

Events – View upcoming meetings and events. Under the Events tab you will find the Calendar of Events. Please note you can quickly switch between the calendar and event list formats (the event list provides a brief description at a glance).

Member Center – The following information can be found under the Member Center tab:

- **My Profile** – your contact information and membership information.
 - **My Committees** – If you are on the Executive Committee or a Liaison to a Committee or Task Force this is where you go to access your Committee or Task Force.
- **Event List** - Upcoming meetings and events.
- **Bulletin Board** – Post messages and discussions.

Section 6

ACA Standing Committees and Task Forces

Governing Council and ACA Committees/Task Forces

ACA Standing Committees

- Audit
- Awards
- Branch Development
- Bylaws and Policies
- Ethics
- Financial Affairs
- Graduate Student (Task Force for 2010-2011)
- Human Rights
- International
- Interprofessional (Inactive for 2010-2011)
- Nominations and Election
- Professional Standards (Inactive for 2010-2011)
- Public Awareness and Support (Inactive for 2010-2011)
- Public Policy and Legislation
- Publications
- Research and Knowledge
- Strategic Planning (Task Force for 2010-2011)

Task Forces vary from year to year.

2010-2011 Task Forces

- Blue Ribbon Panel for Conference Program Selection
- Crisis Response Task Force
- Cyberspace/Technology Task Force
- Ethics Appeal Panel
- Graduate Student and Mentoring Task Force
- New Orleans Community Engagement Task Force
- Strategic Planning Task Force

Sunset of Standing Committees

Each standing committee shall automatically “sunset” (cease to exist) after five years of existence, unless affirmed by Governing Council upon recommendation of the Executive Committee. Affirmed standing committees shall be reinstated for an additional period of 5 years.

Committee Responsibilities

Awards Committee

The Awards Committee shall develop procedures and administer the awards program for the Association. The committee shall be responsible for implementing the strategic plan and on-going needs of the Association. Reference: Series 1400M-Strategic Planning

Branch Development Committee

The Branch Development Committee shall promote information sharing and mentoring at the Region and Branch level regarding a) membership recruitment and retention plans and programs that have proven effective or successful; b) sources of and ways to enhance non-revenue; c) leadership recruitment, retention and revitalization; d) website design, operation and maintenance; and Branch evaluation and planning for present and future technology needs.

Bylaws And Policies Committee

The Bylaws and Policies Committee shall review all proposed Bylaw additions, revisions and deletions. The committee shall, also, review all ACA branch, division, and organizational affiliate Bylaws to determine agreement with ACA Bylaws and make recommendations to adopt or reject ACA Bylaws amendments and the branch, division, and organizational affiliate Bylaws.

Ethics Committee

The Ethics Committee shall be responsible for educating the membership concerning the *Code of Ethics and Standards of Practice*, monitoring and periodically upgrading the documents and procedures pertinent to the *Code of Ethics and Standards of Practice*, and receiving and processing complaints of alleged violations of the *Code of Ethics and Standards of Practice* of the association.

Financial Affairs Committee

The Financial Affairs Committee shall advise the Governing Council and Executive Director on such matters as budget planning and development and financial management. The Financial Affairs Committee shall monitor the Association's finances and fiscal health.

Graduate Student Committee (Task Force for 2010-2011)

The ACA Graduate Student Committee shall promote graduate student members interest in the ACA. The committee shall work toward establishing active communication between ACA leadership, divisions, branches, and regions in order to promote graduate student involvement in the organization. The committee shall prepare an annual report detailing its activities, goals, and objectives.

Human Rights Committee

The Human Rights Committee shall promote programs which pro-actively address human rights, societal trends, and social issues most relevant to the profession and react to the barriers that interfere with human rights. The committee shall administer the Human Concerns Fund and shall address human concerns as they affect the counseling profession. The committee shall be responsible for implementing the strategic plan and addressing the ongoing needs of the association.

International Committee

The International Collaboration Committee shall promote, respect, and recognize the global interdependence among individuals, organizations, and societies. The committee shall build bridges and promote meaningful relationships between ACA and other organizations outside the United States. The purpose of international professional collaboration shall be to promote the commonalities across these international organizations and their missions. The committee shall review and make recommendations regarding the appointments of all liaisons to the international professional organizations, which are submitted by the President, President-Elect and Executive Director.

Interprofessional Committee (Inactive for 2010-2011)

The Interprofessional Committee shall build bridges and promote meaningful relationships between ACA and other professional organizations that hold similar professional goals and are within the United States and US Territories. The purposes of professional collaboration shall be: 1) educating members of other professional organizations as to the nature of professional counselors and ACA, and 2) researching the commonalities across these organizations and their missions. The committee shall review and make recommendations regarding the appointments of all liaisons to other professional organizations within the United States and the US Territories which are submitted by the President, President-Elect and executive Director.

Nominations and Elections Committee

The Nominations and Elections Committee shall conduct the nominations and elections of the Association, and annually review and recommend procedures for carrying out the annual election in accordance with the nominations and elections policies as adopted by the Governing Council.

Professional Standards Committee (Inactive for 2010-2011)

The Professional Standards Committee shall promote the professionalization of counseling. The committee shall be responsible for counselor advocacy and for monitoring graduate program accreditation, counseling center accreditation, and national voluntary counselor certification programs. The committee shall be responsible for implementing the strategic plan and addressing the on-going needs of the Association.

Public Awareness and Support Committee (Inactive for 2010-2011)

The Public Awareness and Support Committee shall promote public awareness of and support for the counseling profession. The committee shall maintain current position papers adopted by the Association. The committee shall be responsible for implementing the strategic plan and addressing the on-going needs of the Association.

Public Policy and Legislation

The Public Policy and Legislation Committee shall promote and support public policy and legislation which promotes the profession and enhances human development. The committee shall be responsible for national and state legislative efforts related to counseling, including state licensure, and for government relations training of members. The committee shall be responsible for implementing the strategic plan and addressing the on-going needs of the Association.

Publications Committee

The Publications Committee shall make recommendations to the Governing Council and the Executive Director on such matters as media policy and procedures, planning, and development. The committee shall develop policies for the publication of the *Journal of Counseling and Development*, *Counseling Today*, books, and other media developed by the Association.

Research and Knowledge Committee

The Research and Knowledge Committee shall promote the advancement and dissemination of research and knowledge in counseling. The committee shall be responsible for the ACA Library and for all Association projects that receive outside funding or support. The committee shall be responsible for implementing the strategic plan and addressing the ongoing needs of the Association.

Strategic Planning Committee (Inactive for 2010-2011)

The Strategic Plan is developed jointly by the Strategic Planning Committee and the Governing Council. The Governing Council has the major responsibility for the development and implementation of the plan.

Governing Council Liaison to a Committee/Task Force

As a Governing Council member you may be assigned as the Governing Council Liaison to an ACA Committee and/or Task Force. As the liaison, you will be a part of that committee's/task force's listserv to stay in communication with its members. Most committees and task forces do not hold face-to-face meetings. All of their work is done via the listserv or through conference calls. As the Governing Council Liaison, you are to participate in any conference call.

It is expected that you will be familiar with the work the committee/task force is doing, aware of the issues and be prepared to answer any questions about any report/motion that may come before Governing Council from the committee/task force. It is also important to close the loop and to report back to the committee or task force any Governing Council action taken on any request from the committee or task force.

Each committee and task force is also assigned a staff liaison. It is suggested that you call the committee/task force chair and the staff liaison to introduce yourself, ask questions and familiarize yourself with the work of the committee/task force.

Section 7

Relationships with Other Organizations

OFFICIAL LIAISONS

- A. **Appointments of Liaisons:** Liaisons are appointed by the President.
- B. **Term of Liaisons:** A liaison shall be appointed by the President for one (1) three (3) year term.
- C. **Yearly Reports:** Liaisons shall submit reports of their activities to the President annually.

THE ALLIANCE OF PROFESSIONAL COUNSELING ORGANIZATIONS (APCO)

The Alliance of Professional Counseling Organizations (APCO) consists of independent associations with autonomous bylaws who wish to work closely with ACA but have no governance role in ACA. APCO allows ACA to magnify the effect of its efforts by utilizing the resources of other organizations who wish to work on a common goal. Alliance members will agree, on a case by case basis, to work together on public policy, public service, research, and other projects. The ACA President, as spokesperson for the association, will decide whether ACA participates in an APCO project. When APCO members do choose to work together on a given project, it may be stated that the project is "endorsed by the Alliance of Professional Counseling Organizations." APCO will have no governance structure and no APCO member will be involved in the ACA governance structure.

Implementing Procedures:

1. **Application:** In order to become an APCO member, an organization independent from ACA should send a request to the ACA President requesting inclusion in the Alliance of Professional Counseling Organizations. The request should include a description of common goals with ACA. The ACA President, in consultation with the ACA Executive Committee, will decide whether to include the request as an item at the next Governing Council meeting. Requests voted on at a Governing Council meeting require a simple majority for passage.
2. **Voluntary Withdrawal or Involuntary Termination:** Organizations may end their membership in APCO by sending a written request to the ACA President stating their desire to withdraw from the Alliance. The termination of membership will take effect upon receipt of the letter by the ACA President. The ACA Governing Council may also terminate an organization's membership in APCO by a simple majority vote.

Current APCO Members

- Australian First National Cultural Family Therapy and Counseling Association
- The Mexican Counseling and Psychotherapy Association
- Australian Counselling Association
- Asia Pacific Rim Confederation of Counsellors Ltd

CONTRIBUTIONS TO ACA

ACA may accept contributions from reputable and appropriate sources for purposes that are consistent with the objectives of the association, its bylaws, ethical standards, and its strategic plan. The acceptance of all such contributions shall be approved by the Executive Director.

ACA ENDORSEMENT REQUESTS

- A. **Official Endorsements:** ACA will not officially endorse programs, products, projects, or proposals.

- B. Joint Ventures:** Joint ventures in which ACA has a major responsibility and direct involvement and control may be considered and supported, consistent with the guidelines established for the acceptance of advertisements in ACA publications as presented in Series 1800E - Advertising.

OUTSIDE SPONSORSHIP OF ACA EVENTS

Sponsorship of ACA events by outside groups will be allowed with the express approval of the Executive Director. Sponsorship shall be consistent with guidelines established for the acceptance of advertisements in ACA publications as presented in Series 1500 - Fiscal and Budget Matters.

ACA RECOGNITION OF INTEREST NETWORKS

ACA members may initiate an ACA Interest Network by submitting a Petition for Recognition to the ACA Governing Council.

- A. Petition for Recognition:** A letter petitioning ACA for recognition shall include:
1. Name of the Interest Network
 2. Purpose(s) of the network
 3. Need for the network – demonstrating that the interest network will promote a professional interest not otherwise provided for by Divisions or Organizational Affiliates.
 4. Name, address, phone number and e-mail address of those initial members of the Interest Network, along with indicating who would serve as the network facilitator. All members must be members in good standing of ACA at the time of submission.
- B. Submission of Petition:** The letter of petition shall be submitted to the ACA President at least 60 days prior to a Governing Council meeting at which the petition will be presented for discussion and a vote.
- C. Initiation, Management and Maintenance of an ACA Interest Network:**

Implementing Procedures:

1. **Interest Network Membership:** In order to establish an ACA Interest Network, the group must have at least twenty-five (25) ACA members included as individuals participating in the Interest Network.
2. **Initiation of the Network:** Once the Interest Network is adopted by the Governing Council, ACA will provide notice in *Counseling Today* and the ACA website announcing the establishment of the group and providing information on how to join the group.
3. **Management Responsibilities:** ACA will provide support to the Interest Network via posting of information on the ACA website and in appropriate publications.
4. **Monitoring the Network:** The Interest Network will be responsible for providing a report of activities to the Governing Council once a year, to be sent to the ACA President and Executive Director upon request for distribution to the members of the Governing Council. If no annual report is received by the deadline, the Interest Network will be considered to be dissolved.

5. Dissolving an Interest Network:

- a. When an Interest Network decides to dissolve, the facilitator shall notify the ACA President and the Executive Director in writing, that the interest network will be dissolved, why it is dissolving and the date that the dissolution will take effect.
- b. The ACA President shall notify the Governing Council of the impending dissolution.
- c. When an Interest Network no longer serves its approved purpose or it is no longer in ACA's best interest to support the Interest Network, a motion to dissolve the relationship will be presented to the Governing Council for a discussion and a vote.
- d. The ACA President will notify the network facilitator of the impending action.
- e. The ACA President will notify the interest network facilitator of the Governing Council action.
- f. If an Interest Network dissolves, the ACA President and Executive Director will announce such action to the membership.

Current ACA Interest Networks:

- Children's Counseling Interest Network (approved March 2002)
- ACA Interest Network for Professional Counselors in Schools (approved October 2008)
- Forensic Counseling Interest Network (approved October 2008)
- Grief and Bereavement Interest Network (approved October 2007)
- Historical Issues in Counseling Network (approved November 2006)
- Interest Network for Advances in Therapeutic Humor (approved September 2002)
- Multiracial/Multiethnic Counseling Concerns Interest Network (approved March 2002)
- Network for Jewish Interests (approved March 2002)
- Sports Counseling Interest Network (approved March 2006)
- Traumatology Interest Network (approved March 2003)
- Wellness Interest Network (approved October 2008)
- Women's Interest Network (approved March 2002)