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ACA Leadership Handbook

 Holly Clubb

Director, Leadership Services

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**ACA Leadership Handbook**

**Section 1 – Overview**

**I. Overview**

A. Articles of Incorporation. Articles of Incorporation act as a charter to establish the existence of a corporation, and are usually filed with the Secretary of State or the State Corporation Commission. The ACA Articles of Incorporation describe the fundamental identity and operating characteristics for our association and details the name, address, purpose, registered agent, and incorporators of ACA as a corporation. ACA is incorporated in the District of Columbia and authorized to do business in the Commonwealth of Virginia.

B. ACA Bylaws. ACA Bylaws provide the external operating rules and regulations that govern ACA and detail the roles of board members and officers. Amendments to ACA Bylaws require a two-thirds majority of the Governing Council members voting at a meeting where a quorum is present. Current ACA Bylaws are in Appendix 1.

C. ACA Policies: ACA Policies provide the framework within which ACA operates and influence and determine all major decisions and actions. All ACA activities take place within the boundaries set by them.

D. Handbooks and Procedures. Handbooks and procedures are management tools, which detail the day-to-day operations of ACA—and help implement policies.

E. Code of Ethics. The ACA Code of Ethics provides the professional standards for counselors with the purpose of protecting the dignity and well-being of clients. The Code informs professional counselors and counselors-in-training of their ethical guidelines, professional obligations, and responsibilities to their clients.

F. Code of Leadership. A Code of Leadership is a set of rules outlining the rules and responsibilities for ACA Leaders. The Code of Leadership is provided in Section 17.

G. Fiduciary Responsibilities. The Governing Council acts as trustee of ACA’s assets and ensures that the association is well-managed and remains fiscally sound. The three main legal responsibilities for board members are:

1. Duty of Care: Governing Council members are expected to actively participate in organizational planning and decision-making and to make sound and informed judgements.

2. Duty of Loyalty: When acting on behalf of the association, Governing Council members must put the interest of ACA before any personal or professional concerns and avoid potential conflicts of interest.

3. Duty of Obedience: Governing Council members must ensure that ACA complies with all applicable federal, state, and local laws and regulations, and that ACA remains committed to the established mission.

H. 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.

**II. Organizational Structure**

A. ACA. In the Beginning. The year was 1952; the place was Los Angeles; and the event was a joint convention of four independent associations: The National Vocational Guidance Association (NVGA), the National Association of Guidance and Counselor Trainers (NAGCT), The Student Personnel Association for Teacher Education (SPATE), and the American College Personnel Association (ACPA). The outcome was the formation of a large professional group and the American Personnel and Guidance Association was established.

In 1983, APGA changed the name to the American Association for Counseling and Development (AACD). On July 1, 1992 the name changed again to become the American Counseling Association (ACA).

1. ACA Mission Statement. The mission of the American Counseling Association is 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.

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

3. ACA Strategic Priorities.

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

4. ACA Organizational Chart.

**ACA BYLAWS AND GOVERNANCE STRUCTURE**

**ACA Membership**

**Branches (56) Divisions (20)**

**Regions (4)**

**Committees Governing Council Interest Networks**

**Executive Committee and President**

**Chief Executive Officer**

**Staff**

5. ACA Membership. ACA has more than 56,000 members. There are eight classes of voting membership: Professional, Regular, Student, New Professional, New Professional Year 2, International Electronic (Professional/Regular), International Electronic (Student) and Retired.

a. Professional members are individuals who hold a master’s degree or higher in counseling or a closely related field from a college or university that was accredited when the degree was awarded by one of the regional accrediting bodies recognized by the Council for Higher Education Accreditation.

b. Regular member are individuals whose interest and activities are consistent with those of the Association, but who are not qualified for Professional membership.

c. Student members are individuals who are enrolled at least half-time in a regionally accredited college or university recognized by the Council for Higher Education Accreditation.

d. New Professional members are individuals who have graduated from a regionally accredited college or university recognized by the Council for Higher Education Accreditation within the past twelve months.

e. New Professional Year 2 members are individuals who have graduated from a regionally accredited college or university recognized by the Council for Higher Education Accreditation within the past twenty-for months.

f. International Electronic (Professional/Regular) members are individuals who reside in a country or territory outside the United States whose interest and activities are consistent with those of the Association.

g. International Electronic (Student) members are individuals who reside in a country or territory outside the United States who is enrolled half-time or more in a counseling program or a closely related field during the current academic year.

h. Retired members are individuals who are former active Professional or Regular members who have been members for five or more years, who have retired.

B. Branches. ACA has ACA has 56 branches, which are in each state, plus the District of Columbia, Europe, Latin America, Puerto Rico, Virgin Islands, and the Philippines. Branches are charted by the Governing Council and are organized and operated in accordance with the ACA Articles of Incorporation and ACA Bylaws.

C. Regions. Branches are organized into geographically-based Regions. ACA has four regions: Midwest Region, North Atlantic Region, Southern Region, and Western Region. A region chair is elected for each region.

MIDWEST REGION

Illinois Minnesota (inactive) Ohio Indiana

Missouri Oklahoma Iowa (Inactive) Nebraska

South Dakota Kansas North Dakota Wisconsin

Michigan

NORTH ATLANTIC REGION

Connecticut Massachusetts (inactive) Puerto Rico Delaware

New Hampshire (inactive) Rhode Island (inactive) District of Columbia New Jersey

Vermont (inactive) Europe New York Virgin Islands

Maine Pennsylvania

SOUTHERN REGION

Alabama Latin America (inactive) South Carolina Arkansas

Louisiana Tennessee Florida Maryland

Texas Georgia (inactive) Mississippi Virginia

Kentucky North Carolina West Virginia

WESTERN REGION

Alaska Idaho Philippines Arizona

Montana (Inactive) Utah California Nevada

Washington Colorado New Mexico Wyoming

Hawaii Oregon

C. Divisions. Divisions represents specialized areas of interest in human development, guidance, counseling, or personnel work. Divisions are organized and operated in accordance with the ACA Articles of Incorporation and ACA Bylaws. There are currently 20 Divisions. The Divisions and the year chartered are below:

1. Association for Adult Development and Aging (AADA) – 1965
2. Association for Assessment and Research in Counseling (AARC) – 1986
3. Association for Children and Adolescent Counseling (ACAC) – 2010
4. Association for Creativity in Counseling (ACC) – 2004
5. American College Counseling Association (ACCA) – 1991
6. Association for Counselor Education and Supervision – 1952
7. Association for Humanistic Counseling (AHC) – 1952
8. Association for Lesbian, Gay, Bisexual and Transgender Issues in Counseling (ALGBTIC) – 1996
9. Association for Multicultural Counseling and Development (AMCD) – 1972
10. American Mental Health Counselors Association (AMHCA) – 1978
11. American Rehabilitation Counselors Association (ARCA) – 1958
12. American School Counselors Association (ASCA) – 1953
13. Association for Spiritual, Ethical, and Religious Values in Counseling (ASERVIC) – 1974
14. Association for Specialist in Group Work (ASGW) – 1973
15. Counselors for Social Justice (CSJ) – 1999
16. International Association of Addictions and Offender Counselors (IAAOC) – 1974
17. International Association of Marriage and Family Counselors (IAMFC) – 1989
18. Military and Government Counseling Association (MGCA) – 1984
19. National Career Development Association (NCDA) – 1952
20. National Employment Counseling Association (NECA) – 1966

D. Organizational Affiliates. Organizational Affiliates represent specialized areas of interest in human development, guidance, counseling, or personnel work that are not qualified to become or remain a Division. ACA does not currently have any Organizational Affiliates.

E. Standing Committees and Task Forces. ACA Standing Committees are approved by the Governing Council. Special Committees, also known as Task Forces, are formed to accomplish a specific task for a specific time limit. Task Forces are appointed for a one-year period and approved by the Governing Council. Standing Committees are:

1. Audit Committee
2. Awards Committee
3. Branch Development Committee
4. Bylaws Committee
5. Compensation Committee
6. Ethics Committee
7. Financial Affairs Committee
8. Graduate Student Committee
9. Human Rights Committee
10. International Committee
11. Nominations and Election Committee
12. Professional Standards Committee
13. Publications Committee
14. Research and Knowledge

G. Interest Networks. Interest Networks consist of ACA members who are organized on a national basis, to promote a professional interest not otherwise provided in the ACA Structure. ACA Interest Networks are:

1. ACA Ethics Interest Network
2. ACA Interest Network for Integrated Care
3. ACA Interest Network for Professional Counselors in Schools
4. ACA International Counseling Interest Network
5. Animal Assisted Therapy in Mental Health Interest Network
6. Children's Counseling Interest Network
7. Counseling and Technology Interest Network
8. Forensic Counseling Interest Network
9. Grief and Bereavement Interest Network
10. Historical Issues in Counseling Network
11. Interest Network for Advances in Therapeutic Humor
12. Multiracial/Multiethnic Counseling Concerns Interest Network
13. Network for Jewish Interests
14. Neurocounseling Interest Network
15. Sexual Wellness in Counseling
16. Sports Counseling Interest Network
17. Traumatology Interest Network
18. Veterans Interest Network
19. Wellness Interest Network
20. Women's Interest Network

H. Governing Council. The Governing Council is a group of elected representatives whose role is to establish policies that governs the affairs of the Association and to oversee the Association. Voting members of the Governing Council include:

1. ACA President
2. ACA President-elect
3. ACA Immediate Past President
4. One Representative from each Division and Region
5. One Student Representative
6. Non-Voting members are:
	* Treasurer
	* Parliamentarian
	* ACA Chief Executive Officer
	* Other ACA members in good standing appointed by the President and approved by the Governing Council to serve

I. Executive Committee. The role of the Executive Committee is to conduct the necessary business of the Association between meetings of the ACA Governing Council. Members of the Executive Committee are:

1. ACA President
2. ACA President-elect
3. ACA Immediate Past President
4. Two Representatives from Divisions
5. One Representative from Regions
6. One At-Large member who represents under-represented groups within ACA
7. ACA Treasurer (Ex-Officio)
8. ACA Chief Executive Officer (Ex-Officio)

J. ACA President. The role of the President of ACA is to lead the Association towards fulfillment of the Strategic Plan and to further the mission of the Association.

K. Chief Executive Officer. The Chief Executive Officer (CEO) is responsible for the effective operations of the Association; for the direction of operations and activities; for implementing policies authorized by Governing Council, and for advising and making recommendations to Officers and Governing Council

L. ACA Staff. The role of Staff is to understand and carry-out the policies set by the elected leaders of the Association.

**III. ACA as a Tax-Exempt Organization:**

1. 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.
2. 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.
3. 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.
4. 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.
5. Can we share a tax identification number with a related organization? No, like your social security number, a tax identification number cannot be shared regardless of the relationship to another organization.
6. What are my administrative responsibilities as a tax-exempt organization?
7. Follow the articles of incorporation and the bylaws submitted during the application process
8. Report any changes in bylaws and/or activity to the IRS
9. Maintain complete and accurate records
10. If applicable, file Form 990 and related returns annually in a complete and timely manner
11. Ensure employment taxes are paid regularly
12. Annually register your organization with the state
13. Comply with the public inspection requirements
14. Comply with all federal and state regulations
15. Safeguard assets of the corporation (insurance)
16. What is a Form 990, does ACA have to file one, and when does it need to be filed? The Form 990 is the annual information return required to be filed by tax-exempt organizations with gross receipts greater than $25,000. This document, as well as 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.
17. 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 Form 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.
18. What is lobbying? Lobbying is supporting or opposing any piece of legislation at a 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 these are 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.
19. What is substantial lobbying? Substantial is a relative term and is intentionally vague. It is defined as significant but is much less than 50 percent. 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:
	1. 20% of the first $500,000 of an organizations exempt purpose expense plus
	2. 15% of the next $500,000, plus
	3. 10% of the next $500,000, plus
	4. 5% of the remaining expenditures
20. 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.
21. 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.

**ACA Leadership Handbook**

**Section 2 – Governing Council**

**I. Governing Council**

A. Role, Functions, and Composition.

1. 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.

2. Functions: The functions of the Governing Council include:

1. To further the mission of ACA by enhancing the quality of life in society; by promotion 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 establish policies to governing the affairs of the Association.
3. To formulate operational policies appropriate for executive action and direct the execution thereof;
4. To grant and revoke the charters for Division, Branch, Corporate Affiliates, and Organizational Affiliates;
5. To act on the reports of Division, Branch, Corporate Affiliates, and Organization Affiliates;
6. To adopt and amend Articles of Incorporation and the Bylaws;
7. To exercise such other powers and functions as may be necessary or desirable in the best interest of the Association, not in conflict with the Bylaws;
8. To establish the strategic plan of the Association;
9. To establish broad, long-term professional direction for the Association;
10. To ensure that candidates for President-elect of the Association meet the criteria as specified by ACA Policies and are approved as candidates for President-elect of the Association;
11. To meet at least once a year immediately prior to or following the annual conference;
12. To approve the annual budget;
13. To employ a Chief Executive Officer;
14. To act on appointments as presented to fulfill the tasks and functions of the Association;
15. To review and approve Bylaws submitted by Divisions, Branches, and Organizational Affiliates.

3. Composition: One representative from each Division and Region who is a member in good standing of ACA and a member in good standing of the respective Division or Region; provided that no sitting Division President or Region Chair may serve as such a Division or Region representative to the Governing Council.

**II. Governing Council Member**

A. Role and Function:

1. Role: The role of the Governing Council member is to participate in the functioning of the Governing Council of the American Counseling Association.

2. Functions: The functions of the Governing Council Member include:

1. Support and enforce the Bylaws and Ethical Standards (Code of Ethics) of the Association;
2. Attend all scheduled meeting of the Governing Council and its committees as assigned, keep informed of the activities of the Association, and become informed concerning the issue to be considered at meetings of the Governing Council;
3. Participate fully in discussion and make sound policy decision which are based on independent judgement, good faith towards ACA, and available information and facts;
4. 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;
5. Work positively and constructively with other Governing Council members for the good of the ACA;
6. Maintain fiduciary responsibility to the American Counseling Association;
7. Serve on the Governing Council committees and as liaison to ACA Committees and Task Forces as appointed;
8. Forward issues from constituencies;
9. Maintain confidentiality on matters considered confidential by the Governing Council;
10. Report activities of Governing Council to constituencies;
11. Participate in the annual review of Governing Council performance and take steps to improve its effectiveness;
12. Remain representative of their constituencies but not be representative for their constituencies.

B. Election and Terms:

1. Division and Region Representative

a. Election: Every third year, each Division and Region shall submit to the Nominations and Election Committee the name of not more than two candidates to be placed on the ballot to serve as the Governing Council representative for that Division or Region. Candidates must be ACA members in good standing and selected in accordance with the procedure of eligibility established by that entity. Region candidates must have served as a Branch President in the Region.

b. Terms: The term of office for each Division and Region Representative shall be three years. A member of the Governing Council may have the option of running for re-election to a second three-year term immediately after the first.

Division and Region Representatives may not serve more than two consecutive terms representing the same Region or Division, except when the representative is completing the term of another representative.

2. Student Representative:

a. Nomination and Election: Each Division and Region may nominate a Student Representative to Governing Council. A Student ACA member who is in good standing in a counseling program that is regional accredited shall be elected by the ACA Student members. The Student Representative must remain in good standing with ACA and either remain in good standing with her/his program or successfully complete her/his studies in order to retain her/his eligibility to serve as the ACA Student Representative.

b. Term: The term of office for the Student Representative is a two-year, non-renewable term.

C. Appointed Positions:

1. Treasurer: The role of the Treasurer is to oversee the financial affairs and fiscal health of the Association. The Treasurer is a non-voting member.

2. Parliamentarian: Serves as the expert in parliamentary procedures and rules. The Parliamentarian is a non-voting member.

3. Process Observer: The Process Observer observes the process of the Governing Council meeting. During the meeting the Process Observer takes notes and reports on activities that worked well and when the process did not work as well. The Process Observer is a non-voting member.

**III. Guiding Principles for ACA and the ACA Governing Council**

A. The Guiding Principles: The Guiding Principles are clear expectations, transparent information sharing, professional respect, and rigorous stands of integrity. With these Guiding Principles, ACA can sustain and grow a partnership that benefits the Governing Council, the association, and most importantly ACA members.

B. Expectations of Governing Council and Staff

1. What the Governing Council can expect of Staff:

1. Timely and accurate updates on key operational and programmatic activities with a level of depth and strategic insight necessary to for the Governing Council to make informed decisions;
2. Timely, complete, and transparent financial reports and updates on a regular bases;
3. Clear and concise communication with the Governing Council that is supportive, useful, and respectful of time and resources;
4. Support for the Governing Council members in carrying out their responsibilities in ways that are helpful to each specific member;
5. Any necessary background information and support needed to enable Governing Council members in making informed decisions.

2. What Staff can expect of the Governing Council:

1. Fulfillment of all governance-related responsibilities as required by the Bylaws and Policies and outlined in these Guiding Principles;
2. Attendance at all Governing Council meetings (in person and electronically);
3. Prompt review of and responses to all communications sent from Staff and Governing Council Members;
4. Preparation for Governing Council meetings by reviewing the reports, documents, and other material provided by Staff; being prepared to contribute to those meetings with expertise, knowledge, and experience;
5. A financial gift of “personal significance” each year to the ACA Foundation.

C. Relevant Legal Requirements of Governing Council Members: Governing Council members are required to fulfill their obligations to ACA in accordance with the law. Both federal law (tax laws promulgated by the Internal Revenue Service) and D.C. law apply.

1. Federal law: Despite common assumptions to the contrary, the IRS says very little about the role of boards in 501(c)3 organizations. Tax law does not mandate particular management structures, operational policies, or administrative practices. Instead, the federal government’s interest in “governance” lies mostly in encouraging nonprofits to have:

1. A clearly articulated mission that is adopted and approved by the Board;
2. Organizational documents that provide the framework for the organization’s governance and management;
3. A board that includes individual who not only are knowledgeable and engaged, but selected with the organization’s needs in mind;
4. Board composition that represents a broad public interest and does not misuse assets;
5. Clear policies regarding executive compensation, conflicts of interest, investments, documenting governance decisions, document retention and destruction, and whistleblower claims;
6. Board procedures, either directly or through a board-authorized committee, that ensure the financial resources are used to further association purposes and that the funds are appropriately accounted for by reviewing up-to-date financial statements and any auditor’s letters or finance and audit committee reports;
7. Public record of the organization’s Form 1023 exemption application, Form 990, and Form 990-T;
8. A procedure to adopt and monitor the Form 1023, Form 990, Form 990-T, annual reports, and financial statements.

2. Local Nonprofit Law: The critical provision of the D.C. Nonprofit Corporation Coed–the prevailing authority governing the association–addresses:

1. Number and classes of directors
2. Election
3. Terms and term limits
4. Resignation and removal
5. Vacancy
6. Meeting schedules
7. Notice for special meetings
8. Quorum
9. Unanimous consent
10. Standards of conduct
11. Liability of directors
12. Board committees
13. Board designated bodies
14. Board advisory committees
15. Officers (number, duties, appointment, standards of conduct)
16. Indemnification
17. Loans to officers and directors
18. Conflict of interest transaction
19. Amending governing documents

D. The ACA Board Model. ACA is an association that strives to be a leader in transparency with it financials, operation, programs, and governance. To that end, ACA employs a board model that is compliant with all applicable legal requirements and, more importantly, with accepted best practices in the sector. Just as the association does, the Governing Council should be regarded as a leader in governance, transparency, and efficiency.

1. The ACA Governing Council has two functions and works under a dual model of Governance and Support.

a. Fiduciary Oversight: In the eyes of the law, a nonprofit board’s most important legal duty is to set governance policy and prudently oversee the affairs of the nonprofit. The does not mean managing day-to-day affairs, which is the job of paid professional staff. The Board establishes policy and then delegates authority to implement such policy at different levels to officers, committees, task forces, and staff. However, the ultimate responsibility for actions (or inactions) of any nonprofit as a legal entity rests with its board.

The American Counseling Association has a well-established Financial Affairs Committee that is chaired by the association’s Treasurer. In addition to meeting regularly to review the association’s finances, this Committee is responsible for reviewing and vetting the association’s annual budget and presenting it to the full Governing Council at a regularly scheduled meeting.

Both volunteer Governing Council members and employed Staff have fiduciary duties to the association, including duties of care, loyalty, and obedience. This means that they are required to act reasonably, prudently and in the best interests of the association; avoid negligence or fraud; and avoid conflicts of interest. In the event that the duties of care, loyalty, and/or obedience are breached, the person breaching the duty is potentially liable to the association for any damages caused to the nonprofit as a result of the breach. These fiduciary duties apply even to those who only serve a particular committee, task force, division, or other segment of the association.

b. Ensuring Mission Integrity: All nonprofits need to be mindful of “mission creep,” that is, veering too far from the mission, as it is expressed in the association’s exempt certification issued by IRS. It is the responsibility of the Governing Council 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.

c. Hire and Annual Review the Chief Executive: This is an area that is so important that on the Form 990 the IRS asks if the process used to determine compensation of the CEO included a review and approval by independent persons, comparability data, and cotemporaneous substantiation of the deliberation process.

2. Every Governing Council member brings unique skills, expertise, and personal or professional experiences that will benefit the association and impact the mission in a positive way. This is designed to create an active, engaged board that not only is mindful of its governance responsibilities, but one that acts as advocates for and consultants and resources to the association. Governing Council members may be asked at various times over the course of their terms to weigh in on specific matters or contribute expertise to specific projects. The needs of the association and the timing of these “asks” will determine when this happens and are unpredictable. Each Governing Council member should understand that levels of engagement will naturally tend to ebb and flow over the course of her/his tenure.

3. The Governing Council supports ACA in at least two distinct ways:

a. Strategic Thinking: Part of the Governing Council support role is fulfilled in the strategic planning process that ACA engages in on a regular basis as well as periodically reviewing the status and future goals of the association. This requires that every Governing Council member be in tune with the associations’ mission, philosophy, and programming, which cannot be achieved merely by attending Governing Council meetings.

Each Governing Council member makes a simple commitment to read and respond, when appropriate, to emails sent from the association. Prior to each Governing Council meeting, each member reviews the Staff-provided informational documents in the working papers. The information in these documents should inspire questions that can be discussed in greater detail at the meetings as well as in one-on-one communications, interactions, and collaboration between individual Governing Council members and Staff.

b. Advocacy: Governing Council members are uniquely positioned to be the association’s most ardent and effective advocates in the community. It is the hope that the commitment of the Governing Council members to the association and involvement with the association will instill a sense pride to be shared with other counseling professionals

**V. Conflict of Interest**

Conflict of Interest: Governing Council members serve on the Governing Council to conduct the business of the American Counseling Association. Governing Council members are gathered to be a representative group of the ACA membership.

A. Possible Conflict: 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 her/his representative. After such notification, the member(s) shall refrain from voting.

C. Definition of Personal/Financial Interests:

1. 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.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement, or

b. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation or arrangement.

3. Compensation: Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature.

D. 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.

E. Operating as a tax-exempt organization

1. 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:

a. Whether compensation arrangements and benefits are reasonable and are the results of arm’s-length bargaining.

b. 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.

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

d. Whether the association is abiding by the “no campaign support” restriction.

2. Use of Outside Experts: In conducting the periodic reviews provided for in Series 1301.4, 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, s/he shall leave the meeting during the discussion of, and the vote on, the proposed transaction or arrangement.
	2. The president/chair 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 Conflict 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 that accomplish one or more of its tax-exempt purposes.

**VI. Policy and Role on Non-Consensus Social Issues of Conscience**

Having respect for the individual’s values and integrity in no way restricts us as individuals from finding legitimate avenues to express and support our views to others, who decide and make policy around these issues.

To this end, it will be ACA Governing Council policy to encourage its members to find and use every legitimate means to examine, discuss, and share their views on such matters within the Association. We also endorse the member’s right to support social, political, religious, and professional action groups whose values and positions on such issues are congruent with their own. Through such affiliations, every member has an opportunity to participate in the shaping of government policies which guide public action.

To truly celebrate our diversity, we must be united in our respect for the differences in our membership. To this end, the role of the Association in such matters is to support the rights of members to hold contrary points of views, to provide forums for developing understanding and consensus building, and to maintain equal status and respect for all members and groups within the organization.

Following this philosophy, the Governing Council considers it inappropriate for this body to officially take sides on issues that transcend professional identity and membership affiliation, and which substantially divide our membership, at least until such time that there can be a visible consensus produced among the membership.

**VII. ACA Committee/Task Force Liaison**

A. Appointment of Liaisons: Governing Council members will be appointed as liaisons to ACA Committees and Task Forces by the President-elect to serve during the President-elect’s term as President.

B. Liaison Responsibilities: Governing Council members who serve as liaisons to ACA Committees and Task Forces are requested to contact the Committee chair via telephone, or email at least twice during the year to verify that the Committee or Task Force is progressing toward the accomplishment of its plan of action. Liaisons must report any problems to the ACA President. Liaisons are requested to forward to the Committee or Task Force chairs any pertinent information from minutes of Executive Committee and Governing Council meetings that could influence the actions of the Committee or Task Force.

**VIII. Knowledge-Based Strategic Governance**

A. Defining Knowledge-Based Strategic Governance: Knowledge-Based Strategic Governance is a business-based governing model that uses information and insight to result in strategic decision-making based on relevant data. The core ideology is purpose and values. Strategic Governance goes beyond the traditional model of governance by using knowledge-based decision making and looking at the strategic impact of issues. It stimulates creativity. The dialogue process involves staff and board to create solutions. Strategic Governance is empowering. Strategic Governance is inclusive. Knowledge-Based Strategic Governance allows the Board to decide and delegate, rather than react and ratify.

B. The Focus of Knowledge-Based Strategic Governance:

1. Focus is on results, rather than the means
2. Volunteers and staff work in partnership
3. Input from all groups is valued
4. Focus is disciplined through an articulation of issues
5. Process is informed decision-making
6. Focus is on responsibility to the strategic plan
7. Ensures sufficient time to pursue ongoing dialogue about issues facing the organization and its members

Knowledge-Based Strategic Governance is a shift from an agenda-driven structure to a strategic-driven structure. It brings members, staff and leadership together in a partnership focusing on what matters.

C. Decision-making is based on these four questions:

1. What do we know about our member’s needs, wants, and preferences?
2. What do we know about the current realities and evolving dynamics of our members’ environment?
3. What do we know about the “capacity” and “strategic position” of our organization?
4. What are the ethical implications of our choices?

D. A New Focus of Responsibility for Governing Council:

1. Governance oversight:
2. Direction
3. Policy
4. Culture oversight:
5. How we behave
6. Belief/value
7. Climate
8. Operational oversight:
9. Implementation and infrastructure
10. Staff/Volunteers
11. Governing Council’s Focus:
12. Set direction
13. Operational oversight
14. Set policy
15. Strategic thinking
16. Governing Council’s Functions:
17. Approve outcomes to be accomplished
18. Ensure that necessary resources are available
19. Ensure that desired outcomes are being achieved
20. Roles of Governing Council:
21. Corporate Role:
22. Hires Chief Executive Officer
23. Implement strategic plan
24. Oversee programs and resources
25. Policy Role:
	1. Establish internal operational policy
	2. Approve positions on external issues
26. Adjudicatory Role:
	1. Choose between positions presented
	2. Compromise or create alternatives
	3. In some cases, deciding not to decide

In a knowledge-based organization, it is far less important who makes the decision than the quality of information and insight upon which the decision is made.

E. With Knowledge-based Strategic Governance:

1. We will govern better
2. We will partner for the best outcomes
3. We will focus on results
4. We will empower stakeholders
5. We will strengthen ACA and the profession

**IX. Basic Information**

A. Leadership Profile Form. All ACA Leaders are asked to complete a Leadership Profile Form. Some of the information on this form is needed for business purposes and it is imperative that your complete this form. The link to the form is: <https://www.surveymonkey.com/r/leaderprofileform>. The information on this form is kept confidential.

B. Orientation: ACA provides an orientation for newly-elected Governing Council members in the following ways:

1. A one hour session at the annual conference.

2. An online orientation program is available to all Governing Council members using LearningZen. This program consists of eight short courses to assist members in becoming familiar with the role and responsibility of being a Governing Council member.

3. Prior to the July Governing Council meeting, a session is schedule for Governing Council members.

C. Communications:

1. ACA Connect:

a. The Governing Council Connect site provides a way to communicate without the use of emails. Only members of the Governing Council and staff will have access to the Governing Council Community.

b. Governing Council members will automatically be included in the Community when their term begins and will be removed when their term ends. The contact information used is the information that is provided in the ACA member database. Please contact the ACA Leadership Director if your contact information changes.

c. On the Governing Council Community page you will find the following tabs:

* 1. Community Home
	+ Latest Discussion Posts
	+ Announcements
	+ Document Library
	+ Current Members
	1. Community Rules and Etiquette – rules regarding posting messages to the Connect Communities.
	2. Discussions – You can post a message here to go to the entire group. This will replace the current listserv as a way to contact the whole group.
	3. Library – A storage center for documents, such as Meeting Minutes, financial reports and the working papers for meetings.
	4. Events – Infor regarding upcoming meetings.
	5. Members – Select a member to see their contact information.

 2. Board Effect:

a. ACA Governing Council and Executive Committee use BoardEffect, a board management platform that drives efficiency, effectiveness, and engagement, allowing easy and elegant management of board information while elevating organizational performance.

b. Like the Governing Council Connect site, this site is restricted to Governing Council members and selected staff.

c. In addition to viewing the board books without an internet connection, members can use BoardEffect to:

1. Store and organize meeting minutes, financial documents, journal articles and more in the Resource Library
2. Conduct committee work securely within the Committee Workrooms
3. Vote on minute approval between meetings using a Poll
4. Respond to RSVP requests to assist with meeting scheduling
5. Save board events to personal calendars using the Board Action Calendar
6. Annotate, download and print Meeting Books for upcoming meetings
7. Access and markup a digital version of the Board Handbook
8. Complete board member self-evaluations using a Survey
9. Collaborate and comment on meeting minute approval between meetings using Discussion Forums

**X. Finances**

A. 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 1 and extends through June 30.

B. To help you assess ACA’s financial status, you will receive two reports: the Statement of Financial Position and the Statement of Activities. These reports will provide the financial pulse of the Association and will allow you to make informed decisions as you fulfill your fiduciary responsibility.

* + 1. Statement of Financial Position: 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.
		2. Assets consist of anything of value that is owned by the Association or rights to which the Association is entitled. ACA’s Statement of Financial Position includes the following assets:
		3. 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.).
		4. 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.
		5. Prepaid Expenses – represents expenses paid in advance. Postage, insurance, and convention related expenses are the most common.
		6. 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.
		7. Inventory – consists of publications, videos, home studies and plaques and frames that have been purchased to be resold. These assets are valued at cost.
		8. Fixed assets – include furniture, equipment, leasehold improvements, copiers, etc. These assets are depreciated over their estimated useful life.
		9. Liabilities represent 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:
		10. 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.
		11. 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.
		12. 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.
		13. 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.
		14. 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:

* + 1. Donor Designated Funds
1. Legal Defense Fund
2. Human Concerns Fund
3. Professional Counselor Advocacy Fund
	* 1. Board Designated Funds
4. Replacement Reserves Fund – designates resources for the replacement of equipment, furniture, etc.
5. Ethics Reserves – designated for ethical complaint awards in excess of ACA’s insurance coverage.
6. Proceeds Fund­ – represents proceeds from the sale of the 5999 Stevenson Avenue property, requires 2/3 vote of Governing Council to access these funds.
7. 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.
8. Retained Earnings represent excess revenues over expense or expense or revenues for the current period.

C. Statement of Activities

The Statement of Activities 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 Activities 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 of lack thereof.

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

a. 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.

b. 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.

c. 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.

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

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

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

1. Treasurer
2. Chief Executive Officer

**XI. Removal of Governing Council Members**

Any elected Governing Council member may be removed from office, with or without cause, upon a vote of a majority of the Governing Council then in office to remove him or her from the positions, whenever in the Governing Councilors’ judgment the best interest of the Association would be served thereby, provided that all the Governing Council members have at least 10 days’ notice of the proposed removal and the Governing Council Member at issue has an opportunity personal to address the Council prior to the removal vote. Governing Council members appointed by the President, if any, may be removed by the President.

**XII. Governing Council Meetings**

A. Meetings: The Governing Council shall meet a minimum of once per year. A meeting will be held immediately prior to or following the ACA annual conference.

B. Expenses incurred in participation in Governing Council meeting will be paid by ACA in accordance with ACA policies.

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.

D. Notification of Meetings: ACA Leadership Services Director will email each member of Governing Council a memo detailing information regarding the location and logistics of the Governing Council meeting. Governing Council members are responsible for completing the (1) “Travel Advance and Authorization” form, and (2) the “Housing” form and returning it to the ACA Leadership Services Director by the designated deadline. Your hotel reservations will be made by ACA and communicated to you by the Leadership Services Director.

E. Quorum: A quorum shall be a majority of the voting members of the Governing Council. There are 28 voting members on the Governing Council. To have a quorum, at least 15 members must be in attendance.

F. Order of Business: The order of business for meetings of the Governing Council shall be as follows:

1. Call to order by the President;
2. Adoption of the Agenda for the meeting;
3. Consideration of the items on the Agenda in order.

G. Agenda: The proposed Agenda shall be prepared by the Executive Committee.

1. Call for Agenda Items. Three months prior to the Governing Council meeting, the Director of Leadership Service will send out a request for Agenda items. The deadline for submission will be within 30 days.
2. A list of agenda items will go to the President and CEO for input, prior to going to the Executive Committee. The Executive Committee reviews the items and proposes an agenda for the Governing Council meeting.
3. Board Book: The Director of Leadership Services is responsible for setting up the Board Book in BoardEffect, providing background and historical information. The information will be available to Governing Council members no later than two weeks prior to the meeting.

F. Permanent Replacements and Seated Observers: Proxy votes by directors are not permitted by District of Columbia Corporate Law, therefore permanent replacements (voting members) and seated observers (discussion rights) to the Governing Council shall be permitted in accordance with the following conditions:

1. Permanent Replacement: Following formal notice from the duly elected ACA Division or Region representative of her/his permanent relinquishment of the position prior to the completion of the term and the tender of her/his resignation to take effect immediately, said Division or Region shall elect a new representative to the Governing Council as set for in the ACA Bylaws and ACA Policies.

Implementing Procedures:

a. Notification of Permanent Relinquishment: Duly elected representatives shall notify the Division President or ACA Region Chair and the ACA President in writing of his/her inability to continue as Governing Council Representative for the remainder of the term.

b. Election of Replacement: A Division/Region shall conduct a general election to replace the relinquished position for the remainder of the term. The election balloting shall be concluded at least 90 days prior to the next Governing Council meeting at which the newly elected replacement representative will be seated.

c. Emergency Situations: If the length of term to be completed is six months or less, the governing body of the Division or Region may choose to appoint an observer for the remainder of the term.

d. Notification of Replacement: Notification of the permanent replacement shall be forwarded to and received by the President of ACA from the Division President or ACA Region Chair as soon as the election is completed but no later than 72 hours prior to the start of the opening session of Governing Council at which said representative shall be seated.

3. Seated Observer in Absence of Representative: Following formal written notice to the ACA President and Division President or Region Chair from the duly elected representative of his/her inability to attend the next scheduled session of the Governing Council as the Division’s or ACA Region’s official representative, said Division or Region may choose to appoint an observer to be seated with the approval of the Governing Council at said session of the ACA Governing Council.

Implementing Procedures:

a. Notification of Appointment: Formal written notification of appointment of the observer shall be received by the President of ACA from the Division President or ACA Region Chair as soon as the appointment has been made but not later than 72 hours prior to the start of the opening session of the Governing Council as which said observer shall be seated.

b. Emergency Notification: In cases where an emergency occurs following the 72 hour deadline, the Division President or ACA Region Chair shall notify the ACA President via phone, fax or email that an appointment of an emergency seated observer was necessary for the ACA Governing Council meeting.

c. Orientation and Agenda Packet: Providing orientation and appropriate meeting materials for the observer shall be the responsibility of the duly elected representative to the Governing Council.

d. Rights and Limitations of Seated Observer: The seated observer shall have discussion rights only and shall not be permitted to participate in any formal business conducted during the Governing Council session. Formal business shall be defined as, but not limited to, constituting quorum; presenting or voting on motions; participating in executive sessions; or any other business as may be determined by the President.

G. Speaking and Voting Procedures:

1. Voting members of the Governing Council include: ACA Officers (President, President-Elect, Immediate Past President, except Treasurer and CEO who are ex-officio without vote) Student Representative and one member of each Division or Region. An Organizational Affiliate is entitled to ex-officio, non-voting participation in the Governing Council meetings. The Parliamentarian shall without vote advise the President and the Governing Council regarding parliamentary law and parliamentary procedure. 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 not voting rights.

2. 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.

3. A Governing Council member wishing to speak from the floor shall first secure recognition from the chair and address only the chair.

4. Speakers shall indicate their purpose in accordance with parliamentary procedures.

5. 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 vote of the Governing Council).

6. 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.

7. Voting shall be by voice, show of hands, standing, or paper ballot as decided by the President.

8. A vote by show of hands or standing can be requested by any one member of the Governing Council.

9. A vote by ballot can be ordered by a majority vote in any case where it is believed that members may be more likely to vote their true sentiments.

10. A roll call vote can be ordered by a majority vote.

H. Forms of Proposed Motions

1. 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.

2. The preferred content of such motions shall be:

a. 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.

b. 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.

c. 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.

d. 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.

e. 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.

f. It is the essence of orderly procedure that distinction is made between transitory legislation, such as(c) and (e) above, and a continuing rule such as (a), (b), and (d).

3. 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.

4. Amendments, when offered, must be germane to the subject under consideration.

I. Channels and Forms of Reports

1. 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.

2. Reports of officers, committees, members, or staff are presented to the Governing Council (preferably in written form). The Council has the following options:

a. To hear and receive the report without action,

b. To adopt motions directing modifications of the report or further work upon it,

c. To refer the committee to another body with or without instruction, or

e. To fully adopt the report and have it becomes part of the formal policy of the Association.

3. 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.

4. 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. The auditors’ report is to be adopted with the motion made by any member of the Governing Council other than the Treasurer.

5. 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.

6. The Governing Council, in acting on proposals for action from a committee, shall determine that the motion:

a. ought to pass,

b. ought to pass with the following amendments,

c. ought to be substituted for by the following substitute motion, or

d. ought not to pass.

J. Resolutions

1. 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.

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.

K. Bylaws Amendments

1. All Bylaws amendments require previous notice and a two-thirds majority vote of the Governing Council members voting.

2. The Governing Council can take final action on Bylaws amendments at any regularly scheduled meeting of the Governing Council.

3. Bylaws amendments proposed by 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.

4. 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.

5. Bylaws amendments take effect immediately upon adoption unless the motion to adopt specifies otherwise.

L. Standing Rules: 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.

M. Amending and Suspending Rules of Procedure

1. The Governing Council Rules of Procedure shall remain in force until they are amended or repealed.

2. A simple 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).

3. Except that a two-thirds vote may suspend these Rules for a particular session of a meeting, or for the remainder of that meeting.

N. Preparing for the Meeting: Before each Governing Council meeting members receive the agenda and working papers for the meeting. When preparing for the meeting, be sure to read the materials provided. If you have any questions, they should be directed to the ACA President or CEO.

O. Manner of Acting and Decision-Making

1. A majority of votes cast on a matter where a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these Bylaws.

2. Any action required by law to be taken at a meeting, may be taken without a meeting is a consent in writing, setting forth the action so taken, is presented by postal mail or email from all of those entitled to vote with respect to the subject matter thereof, provided that in the event of email votes it can be confirmed that the vote is being cast by the intended individual.

3. Any one or more members of the Governing Council or a committee may participate in a meeting of the Council or committee by means of conference telephone or other telecommunications device or arrangement that allows all persons participating in the meeting to hear each other and to be able to have their views heard. Such participation in a meeting shall be deemed presence in person at such meeting.

4. If and when the law is amended to so permit, the Governing Council shall be empowered to conduct and participate in meetings by electronic communications in which the words are transmitted to all participants.

**XIV. ACA Travel Policies**

Refer to Appendix 2 for information and forms related to travel and reimbursement for Governing Council members.

**ACA Leadership Handbook**

**Section 3 – Executive Committee**

**I. Role, Functions, and Composition**

A. 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.

B. 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 when 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 Chief Executive Officer 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;

8. The Executive Committee cannot overturn and/or modify a motion that has been considered and voted upon by the Governing Council.

C. Composition: The Executive Committee shall be composed as follows:

1. The offers of the Association (President, President-elect, Immediate Past President, Treasurer and Chief Executive Officer);

 2. Two Governing Council members representing Divisions.

 3. One Governing Council member representing Regions.

 4. One Member-at-Large representing underrepresented groups in ACA.

 5. The Treasurer and Chief Executive Officer shall serve as ex officio members without vote.

**II. Appointments and Terms**

A. Appointments and Terms: At the last Governing Council meeting of the Association year, two Division members and one Region member for the next year will be elected for one-year terms by the voting members of the present Governing Council from among Governing Council members who will be serving on the Governing Council the next year. The member to represent underrepresented groups shall be elected for the next year for a one-year term by the voting member of the present Governing Council from among Governing Council members who will be serving on the Governing Council the next year. Region, division and the member to represent underrepresented groups may serve a maximum of two consecutive one-year terms.

**III. Executive Committee Meetings**

A. Executive Committee Meetings: The Executive Committee has meet twice per year in addition to the Governing Council meetings. Other meeting may be called in an emergency which is determined by the President or the Governing Council. The President of the association shall preside at meetings of the Governing Council and in the President’s absence, the President-Elect shall preside.

B. Face to Face Meetings: ACA’s Leadership Services department will e-mail each member of Executive Committee a memo detailing information regarding the location and logistics of the Executive Committee 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. Expenses incurred in participation in Executive Committee meeting will be paid by ACA as outlined in the ACA Travel Policy.

C. Electronic Meetings: ACA’s Leadership Services department will e-mail each member of Executive Committee a memo detailing information regarding the date, time, and how to connect electronically (conference call or Go-to-Meetings).

**IV. ACA Travel Policy**

Refer to Appendix 2 for information and forms related to travel and reimbursement for Executive Committee members.

**V. Communications**

A. ACA Connect: The Executive Committee Connect site provides a way to communicate without the use of emails. Only members of the Executive Committee and support staff will have access to the Executive Committee Community.

1. Executive Committee members will automatically be included in the Community when their term begins and will be removed when their term ends. The contact information used is the information that is provided in the ACA member database.

2. The following information is available on the Executive Committee Community page:

a. Community Home

(1) Latest Discussion Posts

(2) Announcements

(3) Document Library

(4) Current Members

b. Community Rules and Etiquette – rules regarding posting messages to the Connect Communities

c. Discussions – Post a message to go to the entire group

d. Library – Storage center for documents, such as Meeting Minutes, financial reports and the working papers for meetings

e. Events – Information regarding upcoming meetings

f. Members – Select a member to see contact information

B. Board Effect: ACA Executive Committee will use BoardEffect, or a similar online platform, to assist in efficiency, effectiveness and engagement, allowing easy and elegant management of board information while elevating organizational performance.

1. Executive Committee Connect site, this site is restricted to Executive Committee members and selected support staff.

a. In addition to viewing the board books without an internet connection, use BoardEffect to:

(1) Store and organize meeting minutes, financial documents, journal articles and more in the Resource Library

(2) Conduct committee work securely within the Committee Workrooms

(3) Vote on minute approval between meetings using a Poll

(4) Respond to RSVP requests to assist with meeting scheduling

(5) Save board events to personal calendars using the Board Action Calendar

(6) Annotate, download and print Meeting Books for upcoming meetings

(7) Access and markup a digital version of the Board Handbook

(8) Complete board member self-evaluations using a Survey

(9) Collaborate and comment on meeting minute approval between meetings using Discussion Forums

**ACA Leadership Handbook**

**Section 4 – ACA President**

**I. Role and Functions**

A. Role and Functions

1. Role: The role of the President of the American Counseling Association is to lead the Association toward fulfillment of the Strategic Plan and to further the mission of the Association.

2. Functions: The functions of the President include:

(1) To implement the ACA Mission Statement;

(2) To fulfill the obligations and duties set forth in the ACA Bylaws and the ACA Policies, other duties customary to the office, and as directed by the ACA Governing Council;

(3) To monitor the fiscal health of the Association;

(4) To chair and preside at the meetings of the Governing Council and Executive Committee;

(5) To delegate tasks to the Chief Executive Officer as directed by the Governing Council;

(6) To serve as corporate officer of the Association;

(7) To appoint members to vacancies on the ACA Committees and recommend their approval to Governing Council;

(8) To appoint task force members and recommend their approval to Governing Council;

(9) To speak for the Association;

(10) To promote professional counseling to those outside of the Association;

(11) To represent the Association and/or delegate representation on liaison groups, coalitions, and similar collaborative efforts;

(12) To oversee the evaluation of the Chief Executive Officer based on the approved process;

(13) To facilitate the implementation of the ACA Strategic Plan;

(14) To serve as a member without a vote on all ACA Committees with the exception of the Nominations and Election Committee and the American Counseling Association Foundation;

(15) To foster collaborative efforts between and among Regions, Divisions, and Branches in achievement of the Strategic Plan;

(16) To request annual written reports from all ACA entities and report to the Governing Council the salient developments;

(17) To authorize and monitor all expenditures related to the governance portion of the ACA budget;

(18) To communicate with the ACA leadership and staff to ensure an efficient and effective association;

(19) To ensure the continuity of the ACA Presidency by mentoring the President-elect and President-elect-elect;

(20) To encourage and develop emerging leaders;

(21) The President will write a monthly column for *Counseling Today*;

(22) The President will request items for Governing Council action from members of the Governing Council and all other ACA entities, including but not limited to headquarters, Divisions, Regions, Committees, Branches, Corporate Affiliates, and Liaisons;

(23) The President will review the minutes of the Governing Council and Executive Committee meetings and forward to members of Governing Council, Committee and Task Force chairs, Division Presidents, Regional Chairs, ACA Past Presidents, Chairs of Corporate Affiliates, Branch Presidents, and candidates for ACA President-elect for information and/or action;

(24) The President will maintain weekly dialogue with the Chief Executive Officer and make him/her aware of challenges and changes that must be addressed to move ACA and the counseling profession forward;

(25) The President will respond promptly to all inquiries directed to him/her;

(26) The President may maintain an office at ACA Headquarters, if financially and physically feasible;

(27) The President will make necessary adjustments in line items of the governance budget to assist in balancing the total budget;

(28) The President will at the annual Institute for Leadership Training, hold meetings with the Branch presidents, foster new leaders and communications, and upon request deliver keynote addresses and workshops;

(29) The President will organize the meetings of the Division Presidents at the annual Institute for Leadership Training;

(30) The President will request information from headquarters through the Chief Executive Officer;

(31) In the event the President will be unavailable, he/she shall leave the authority for the leadership of the Association to the President-elect, then the Past President or designee, for a specific length of time.

(32) One of ACA’s representatives to the United Nations Non-Governmental Organizations (NGO)

**II. Basic Information**

A. Presidential Oath: The oath of office for the ACA President is as follows:

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having been duly elected President of the American Counseling Association, accept the office and affirm that I will uphold the mission of the Association. I will perform the duties of the office of President in a manner that is consistent with the fundamental purposes, Bylaws, Policies, and Code of Ethics and Standards of Practice of the Association.

B. President Speaks for the Association:

1. Official Spokesperson: The ACA President officially speaks for the association. The Chief Executive Officer, ACA members, or other staff may be an official spokesperson for ACA upon designation by the President.

2. Speaking on Behalf of the President: In the event that the President cannot be reached, officers will be contacted for direction in the following chain of command:

a. President-elect

b. Past President, or

c. President’s designee who has been previously approved by the Executive Committee.

3. Official Position Statements: When Official Position Statements exist they shall be used by the President or his/her designate.

C. Life Membership: Presidents of ACA shall be granted life membership in ACA.

D. Compensation:

1. Stipend: The ACA President is provided with a stipend per ACA Bylaws and policies.

2. Honoraria Allowed: ACA President may accept honoraria from ACA entities when invited to prepare a paper on a special topic that is not related to their ACA office.

3. When asked to speak or consult on official business for ACA the President shall not accept an honorarium.

4. Invitation from ACA Entities: When the ACA President is invited to participate in conferences, meetings, or other events by ACA entities, the inviting entities shall reimburse the President for travel expenses unless their budget includes funding for the trip.

E. Weekly Call with CEO. For 2016-2017, the weekly call will take place on Tuesdays, 10:00 am (Eastern Time).

F. Graduate Assistant:

1. Title: ACA Graduate Student Presidential Assistant, a Project Employee with ACA reporting to Catherine Roland.

3. Compensation: Annual rate of $10,000.00.

4. Expenses: ACA will reimburse for the following expenses (if applicable and as approved by the ACA President).

a. Roundtrip economy transportation, hotel, and per diem to attend the ACA Institute for Leadership Training – July 2016.

b. Roundtrip economy transportation, hotel, and per diem to attend the ACA Annual Conference in San Francisco, CA – March 2017.

c. Roundtrip economy transportation, hotel, and per diem to attend the ACA-APCC in 2017 if held.

d. Any additional travel and/or expenses must be submitted in writing for authorization prior to incurring any expense per ACA policies and procedures.

5. Duties: Working directly with the ACA President:

a. Provide administrative support to the ACA President including but not limited to responding to emails and written communication (supervised in all cases), assisting with maintaining the President’s schedule, assisting with the President’s travel arrangements and expense reimbursements, and attending governing body and professional meetings as directed.

b. Develop working relationships with committee leaders, members, and ACA Leadership Services staff.

c. Assist with member communications, particularly student and new professional, through written and online publications as supervised by the ACA President.

d. Assist with special projects and other duties as assigned.

e. Gain an operational understanding of higher level professional responsibilities, commitment, and leadership.

f. Apply curricular learning from graduate studies to assist responsibilities, commitment, and leadership.

g. Understand, evaluate, and apply emerging strategies that promote professional advocacy and services.

G. Calendar and Meetings

1. Calendar: Provide the Director, Leadership Services with a quarterly schedule and update as necessary.

2. Meeting Attendance:

1. Conference Program Selection Committee meeting
2. Governing Council Meetings
3. Institute for Leadership Training
4. Executive Committee Conference Calls
5. Executive Committee Face to Face Meetings
6. Financial Affairs Conference Calls
7. Financial Affairs Committee Face to Face Meeting
8. Division Conferences
9. Branch Conferences:
10. Other Meetings and Conferences

**III. ACA Travel Policies**

Refer to Appendix 2 for information and forms related to travel and reimbursement for the ACA President.

**IV. Conference and ILT Registration, Housing, and Related Attendance**

A. Conference Registration: ACA President will be given complimentary registration to the annual conference.

B. Conference Housing: ACA will cover conference housing for the Governing Council meeting and all conference dates.

C. Conference Related Attendance. The Director of Leadership Services will assist in the preparation of the President’s conference schedule. The following events will be included on the schedule:

1. Governing Council
2. Opening Session
3. Keynote Session– Administer Oath of Office to President-elect
4. National Awards
5. Selected Division Breakfast, Brunches, Lunches (shared with President Elect and Past President). ACA will supply appropriate tickets.
6. First Timers Event
7. International Reception
8. Graduate Student Lounge
9. ACA Business Meeting

**V. Committee/Task Forces Appointments**

A. Vacancies: The President shall filled any Committee or Task Force vacancies and confirmed by the Governing Council or Executive Committee.

B. Removal of Committee/Task Force Member or Chair: The President may remove a Committee or Task Force member or chair if the individual is not adequately meeting the Committee responsibilities.

C. Removal Process: In the event the ACA President determines that a Committee member or chair is not meeting Committee responsibilities adequately, the President shall take the following steps:

1. Consult with the Committee Chair;

2. Ask the member or chair to resign, if necessary;

3. If a Committee member or chair refuses to resign after being asked, the President has the authority to remove the member or chair. A Committee chair may be removed with removing that person from the Committee, or the chair can be removed as chair and removed from the Committee as well.

4. Governing Council or Executive Committee approval to remove Committee members or chairs is not required.

**VI. Reports and Articles**

A. Reports

1. Written Reports: The President will be responsible for providing written reports for the following meetings:

1. Governing Council Meeting – July 25-26, 2016. Report due to Director, Leadership Services by July 7, 2016.
2. Governing Council Meeting – March 14-15, 2017. Report due to Director, Leadership Services by February 10, 2017.
3. Executive Committee Meeting – June 2017. Director, Leadership Services by three weeks prior to the meeting date.

2. Oral Reports: The President will be responsible for providing oral reports for the following meetings: Executive Committee Conference Calls

B. Articles: Monthly President’s Column article in *Counseling Today*.

Deadlines: July 1016 – January 2017 Issues

* July 2016 Issue – June 3, 2016
* August 2016 Issue – June 29, 2016
* September 2016 Issue – July 28, 2016
* October 2016 Issue – August 30, 2016
* November 2016 Issue – September 29, 2016
* December 2016 Issue – November 1, 2016
* January 2017 Issue – December 1, 2016

**VI. ACA Connect Communities**

The ACA President will be included in the following ACA Connect Communities:

* Governing Council
* Executive Committee
* Financial Affairs Committee
* ACA Foundation Trustees
* All ACA Committees and Task Forces
* ACA Division Leaders
* ACA Region Chairs
* ACA Branch Leaders

**VII. ACA Foundation**

The ACA President serves as an Ex-Officio Member of the ACA Foundation Board of Trustees. The president appoints one (1) member to the ACAF for a three year term.

**ACA Leadership Handbook**

**Section 5 – ACA President-elect**

**I. Role and Functions**

A. Role: The role of the President-elect of the American Counseling Association is to prepare for the role of President.

B. Functions: The functions of the President-elect include:

1. To fulfill the obligations and duties set forth in the ACA Bylaws and Policies Manual, other duties as customary to the office, and as directed by the Governing Council;

2. To serve as an officer of the Association and a member of the Governing Council;

3. To serve on ACA Committees and Task Forces as directed by the Bylaws and Governing Council action (e.g., Financial Affairs Committee);

4. To solicit recommendations for Committee and Task Force appointments from Divisions, Regions, and the ACA membership, ensure that all person nominees are current ACA Members and submit those appointments to Governing Council for approval by the spring meeting;

5. To participate in Regional meetings of the Association;

6. To represent ACA at meetings at the request of the President;

7. To foster collaborative efforts between and among Regions, Divisions, and Branches;

8. To preside at meetings of Governing Council and Executive Committee in the absence of the President;

9. To nominate a member of Governing Council to serve on the Executive Committee representing the underrepresented groups in ACA;

10. To communicate with ACA leadership and staff to ensure an efficient and effective association;

11. To ensure continuity of the ACA Presidency by mentoring the President-elect-elect;

12. To serve as a non-voting member of the ACA Foundation;

13. To facilitate implementation of the ACA Strategic Plan;

14. To monitor the fiscal health of the Association and to work with the Financial Affairs Committee in planning for the upcoming year;

15. To encourage and develop emerging leadership in ACA;

16. To work closely with the staff on the planning of the annual ACA conference. Staff will provide a detailed schedule of events;

17. To nominate a member to serve on the ACA Foundation;

18. To nominate a Parliamentarian at the annual ACA conference meeting;

19. To work with ACA staff to develop a calendar for the Presidential year;

20. The President-elect will copy the President, Past President, and President-elect-elect and Chief Executive Officer on official correspondence.

**II. Basic Information**

A. Compensation:

1. Stipend: The President-elect will be compensate with a stipend up to $27,500. For budget planning purposes, please inform the Chief Executive Officer or his/her designate by October 31, the amount of compensation desired for the following fiscal year.

2. Reimbursement: The President-elect shall be reimbursed within 30 days from the time submission of properly supported and approved expense reimbursement vouchers to ACA Director of Leadership Services.

3. Honoraria Allowed: ACA President-elect may accept honoraria from ACA entities when invited to prepare a paper on a special topic that is not related to their ACA office.

4. Honoraria Restrictions. When asked to speak or consult on official business for ACA the President-elect shall not accept an honorarium.

5. Invitation from ACA Entities: When the ACA President-elect is invited to participate in conferences, meetings, or other events by ACA entities, the inviting entities shall reimburse the President-elect for travel expenses unless their budget includes funding for the trip.

B. Headshot, Biography, and Business Cards

1. Headshots: Please provide ACA Director of Leadership Services with a headshot to be used in the monthly *Counseling Today* column, Annual Conference and ILT Programs, website, etc. by May 15.

2. Biography: Please provide the Director of Leadership Services with a brief biography that may be sent to requesting entities for their conference program, etc.

3. Business Cards: ACA Business Cards will be provided. The cards will include the dates for years as President-elect, President, and Past President.

C. Calendar and Meetings:

1. Calendar: Provide the Director, Leadership Services with a quarterly schedule and update as necessary.

2. Meeting Attendance:

1. Conference Program Selection Committee meeting
2. Governing Council Meetings
3. ACA Conference & Expo
4. Institute for Leadership Training
5. Executive Committee Conference Calls
6. Executive Committee Face to Face Meeting
7. Financial Affairs Conference Calls
8. Financial Affairs Committee Face to Face Meeting
9. Other Meetings and Conferences as needed

**III. ACA Travel Policies**

Refer to Appendix 2 for information and forms related to travel and reimbursement for the President-elect.

**IV. Conference Registration, Housing, and Related Attendance**

1. Conference Registration: The ACA President-elect will be given complimentary registration to the annual conference.

2. Conference Housing: ACA will cover conference housing for the Governing Council meeting and all conference dates, single occupancy room.

3. Conference Related Attendance. The Director of Leadership Services will assist in the preparation of the President-elect’s conference schedule. The following events will be included on the schedule:

* + Governing Council
	+ Opening Session
	+ Keynote Session– Administer Oath of Office to President-elect
	+ National Awards
	+ Selected Division Breakfast, Brunches, Lunches (shared with President and Past President). ACA will supply appropriate tickets.
	+ First Timers Event
	+ International Reception
	+ Graduate Student Lounge
	+ ACA Business Meeting

**V. Committee and Task Force Appointments**

A. Committee/Task Force Appointments: The Coordinator, Leadership Services will provide administrative assistance with the Committee/Task forces appointment process.

1. At-large committee nominations, applications and appointments:

a. Self-Nomination: ACA members who wish to serve on a Committee may nominate themselves or be solicited for nomination from Divisions, Organizational Affiliates, Regions, and other ACA members.

b. Notification of Call for Committee Nominations and Applications: An annual call for applications shall be issued through *Counseling Today*, ACAeNews, ACA Connect and ACA website for members who are interested in being considered for appointments to Committees.

Call for Nominations Exceptions: Appointments to the Audit, Compensation Committee, Financial Affairs, and Nominations and Election Committees are specific by background; therefore, calls for nominations will not be issued.

c. President-Elect to Solicit Nominations and Applications: The President-elect will solicit nominations and applications each year and provide forms to be completed.

d. President-Elect Makes Appointments to Committees: The ACA President-elect will receive the applications and will appoint members and a chair to each Committee.

e. Governing Council Confirmation: The President-elect will have nominations for Committee positions and Committee chairs ready to be confirmed by the Governing Council at its conference meeting.

2. Committee member criteria:

a. Member of ACA: All Committee members must be members of the American Counseling Association and meet the standards of Professional Membership (except for student members).

Membership Verification: Staff will verify that all persons nominated and continuing Committee members are current ACA members. The Chief Executive Officer or his/her designee will verify that all continuing Committee members are current ACA members.

b. Chair Qualification: All Committee chairs or co-chairs must have served on the Committee for a minimum of one year before being named chair or co-chair.

3. Committee member restrictions

a. Maximum Number of Committee Appointments: ACA members may not serve concurrently on more than one ACA Standing Committee.

(1) ACA members who accept an appointment to an additional ACA Standing Committee must resign from any other ACA Standing Committee on which they currently are serving.

(2) Requirement to Resign Exception: The ACA President serves without vote on all ACA Standing Committees; and the ACA Past President serves on the Publications Committee, the Nominations and Election Committee, and the Strategic Planning Committee.

b. Research and Knowledge Committee Members: At no time during their tenure on the ACA Research and Knowledge Committee and for one year thereafter may a Committee member serve as an ACA Project Director on a project sponsored by an ACA entity.

4. Length of Committee Term

a. Committee Member Term: Committee members may serve on a Committee not more than one consecutive three-year term. Service for 18 months or more shall be regarded as a full three-year term.

b. Student Committee Member Term: A student serves on a Committee for a one-year term, and may serve no more than two consecutive terms.

c. Committee Chair Term: A Committee chair or co-chair may serve as chair or co-chair not more than two consecutive one-year terms.

**VI. Reports**

A. Written Reports: The President-elect will be responsible for providing written reports for the following meetings:

* Governing Council Meeting – July 25-26, 2016. Report due to Director, Leadership Services by July 7, 2016.
* Governing Council Meeting – March 14-15, 2017. Report due to Director, Leadership Services by February 10, 2017.
* Executive Committee Meeting – June 2017. Director, Leadership Services by three weeks prior to the meeting date.

B. Oral Reports: The President will be responsible for providing oral reports for the following meetings: Executive Committee Conference Calls: October 18, 2016, December 13, 2016, and March 7, 2017.

**VII. ACA Connect Communities**

The ACA President will be included in the following ACA Connect Communities:

* Governing Council
* Executive Committee
* Financial Affairs Committee
* ACA Foundation Trustees
* All ACA Committees and Task Forces (as a silent observer)
* ACA Division Leaders
* ACA Region Chairs
* ACA Branch Leaders

**ACA Leadership Handbook**

**Section 6 – ACA Past President**

**I. Role and Functions**

A. Role: The role of the Past President of the American Counseling Association is to be available as a mentor to the Association.

B. Functions: The functions of the Past President include:

1. To fulfill the obligations and duties set forth in the ACA Bylaws and the Policies, other duties customary to the office, and as directed by Governing Council;

2. To serve as an officer of the Association;

3. To participate in all Governing Council and Executive Committee meetings;

4. To serve as chair of the Nominations and Election Committee and as a member of the Publications Committees;

5. To represent ACA, as requested, at national, state and regional meetings;

6. To identify special areas of interest and expertise in which he/she is willing to serve;

7. To communicate with the ACA leadership and staff to ensure an efficient and effective Association;

8. To support the ACA Strategic Plan.

**II. Compensation**

A. Stipend: The Past President will be compensate with a stipend up to $13,750. For budget planning purposes, please inform the Chief Executive Officer or his/her designate by October 31, the amount of compensation desired for the following fiscal year.

B. Reimbursement: The Past President shall be reimbursed within 30 days from the time submission of properly supported and approved expense reimbursement vouchers to ACA Director of Leadership Services.

C. Honoraria Allowed: ACA Past President may accept honoraria from ACA entities when invited to prepare a paper on a special topic that is not related to their ACA office.

D. Honoraria Restrictions. When asked to speak or consult on official business for ACA the Past President shall not accept an honorarium.

E. Invitation from ACA Entities: When the ACA Past President is invited to participate in conferences, meetings, or other events by ACA entities, the inviting entities shall reimburse the Past President for travel expenses unless their budget includes funding for the trip.

**III. Calendar and Meetings**

A. Calendar: Provide the Director, Leadership Services with a quarterly schedule and update as necessary.

B. Meeting Attendance:

a. Governing Council Meetings

b. Institute for Leadership Training

c. Executive Committee Conference Calls

 d. Executive Committee Face to Face Meeting

e. Financial Affairs Conference Calls

 f. Financial Affairs Committee Face to Face Meeting

g. Other Meetings and Conferences as needed.

**IV. ACA Travel Policies**

Refer to Appendix 2 for information and forms related to travel and reimbursement for ACA Past President.

**V. Conference Registration, Housing, and Related Attendance**

A. ACA Annual Conference

1. Conference Registration: The ACA Past President will be given complimentary registration to the annual conference.

2. Conference Housing: ACA will cover conference housing for the Governing Council meeting only.

3. Conference Related Attendance. The Director of Leadership Services will assist in the preparation of the Past President’s conference schedule. The following events will be included on the schedule:

* + Governing Council
	+ Opening Session
	+ Keynote Session
	+ National Awards
* Selected Division Breakfast, Brunches, Lunches (shared with President and President-elect). ACA will supply appropriate tickets.
* Past Presidents’ Event
* First Timers Event
* International Reception
* Graduate Student Lounge
* ACA Business Meeting

**VI. Committees**

A. Nominations and Election Committee:

 1. The Past President shall service as the Chair of the Nominations and Election Committee.

2. Nominations and Election Committee Responsibilities: The Nominations and Election Committee shall conduct the nominations and election 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.

B. Publications Committee:

 1. The Past President shall service as a member of the Publications Committee.

2. Publications Committee Responsibilities: The Publications Committee shall make recommendations to the Governing Council and the Associate Publisher on such matters as media policy and procedures, for the Journal of Counseling & Development, *Counseling Today*, books, and other media developed by the Association.

**VII. Connect Communities**

ACA Connect Communities: The ACA Past President will be included in the following ACA Connect Communities:

* Governing Council
* Executive Committee
* Financial Affairs Committee
* Nominations and Election Committee
* Publications Committee

**ACA Leadership Handbook**

**Section 7 – ACA Treasurer**

**I. Role and Functions**

A. Role: The role of the Treasurer of the American Counseling Association is to oversee the financial affairs and fiscal health of the Association.

B. Functions: The functions of the Treasurer include:

1. To serve as a non-voting member of the Governing Council and Executive Committee;

2. To chair the Financial Affairs Committee;

3. On behalf of the Financial Affairs Committee:

a. Recommend a budget to the Governing Council;

b. Make a verbal and visual presentation of the proposed budget to the Governing Council;

c. Provide a written report for all meetings of the Governing Council;

d. Provide a verbal report at all Executive Committee meetings;

e. Provide a verbal report on the ACA audit to the Governing Council;

f. Obtain financial information as requested by the Governing Council;

g. Review financial or related actions passed by the Governing Council and make recommendations when further consideration is warranted;

h. Review the monthly statements of the ACA income and expenses;

i. Respond to correspondence from ACA members on matters of financial interest;

j. Orchestrate an efficient and effective transfer of responsibilities to the incoming Treasurer;

K. Notify the President of any financial concerns from emerging trends observed due to external or internal forces that may have an impact on the fiscal health of ACA.

4. To serve as an officer of the Association.

**II. Compensation**

A. Stipend: The Treasurer will be compensate with a stipend up to $5,000. For budget planning purposes, please inform the CEO or his/her designate by October 31 of the amount of compensation desired for the following fiscal year.

B. Reimbursement: The Treasurer shall be reimbursed within thirty days from the time of submission of properly supported and approved expense reimbursement vouchers to the ACA Director of Leadership Services.

C. Honoraria Allowed: ACA Treasurer may accept honoraria from ACA entities when invited to prepare a paper on a special topic that is not related to their ACA office.

D. Honoraria Restrictions. When asked to speak or consult on official business for ACA, the Treasurer shall not accept an honorarium.

E. Invitation from ACA Entities: When the ACA Treasurer is invited to participate in conferences, meetings, or other events by ACA entities, the inviting entities shall reimburse the Treasurer for travel expenses.

**III. Calendar and Meetings:**

A. Meetings

1. Governing Council Meetings
2. Institute for Leadership Training
3. Executive Committee Conference Calls
4. Executive Committee Face to Face Meeting
5. Financial Affairs Conference Calls
6. Financial Affairs Committee Face to Face Meeting

**IV. ACA Travel Policies**

Refer to Appendix 2 for information and forms related to travel and reimbursement for the ACA Treasurer.

**V. Conference Registration and Housing**

A. Conference Registration: ACA does not cover Conference Registration for the Treasurer.

B. Conference Housing: ACA will cover conference housing for the Governing Council meeting only.

**VI. ACA Connect Communities**

The Treasurer will be included in the following ACA Connect Communities:

* Governing Council
* Executive Committee
* Financial Affairs Committee
* Investment Subcommittee

**ACA Leadership Handbook**

**Section 8 – ACA Treasurer-designate**

**I. Role and Meetings**

**A. Role:** Serves as a voting member of the Financial Affairs Committee; in consultation with the President-elect develops the governance portion of budget for the following year to be presented to the Financial Affairs Committee by the February 2017 meeting.

B. Meeting Reimbursements: ACA will cover travel expenses for the following meetings:

1. Financial Affairs Committee meeting in February 2017.

2. Spring 2017 Governing Council meeting.

**II. Calendar and Meetings:**

A. Meetings

1. Financial Affairs Conference Calls
2. Financial Affairs Committee Face to Face Meeting

**II. ACA Travel Policies**

Refer to Appendix 2 for information and forms related to travel and reimbursement for the ACA Treasurer-designate.

**III. Conference Registration and Housing**

A. Conference Registration: ACA does not cover Conference Registration for the Treasurer-designate.

B. Conference Housing: ACA will cover conference housing for the Governing Council meeting only.

**IV. ACA Connect Communities**

The Treasurer-designate will be included in the Financial Affairs Committee Connect Community.

**ACA Leadership Handbook**

**Section 9 – Nominations and Election of ACA President-elect**

**I. ACA Election**

A. Ballot: The Nominations and Election Committee shall conduct the election of officers by ballot provided to the voting members of the Association via mail or Internet.

B. Submission of Nominations: Each Division, Organizational Affiliate, and Region shall have the right to submit to the Nominations and Election Committee the name of no more than one candidate to be place on the ballot for President-elect.

C. The Nominations and Election Committee will submit a list of all nominated candidate to the Governing Council. The Governing Council will vet and approve all candidates before they are placed on the ballot. A simple majority vote of the Governing Council will be required for approval. Only Region and Division entities may nominate candidates for ACA President.

D. The timetable for ACA elections will be as follows: Candidates for elected office in ACA shall have submitted all required paperwork to the chair of the Nominations and Elections Committee by March 1.

1. The Nominations and Election Committee shall prepare a list of candidates for President-elect and present the list to the Governing Council at their spring meeting.

2. At its spring meeting, the Governing Council shall vet the submitted candidate for President-elect to insure that they meet the criteria contained in these Policies and approved the slate of candidates to be presented to the membership.

3. The election of President-elect and other such officers shall need to be elected will commence on or about December 1 of each year and continue through midnight the last day of January each year.

4. The winner of the election will be announced to the membership no later than midnight on the final day of February of each year.

5. Unsuccessful candidates can run again the next year without a new nomination if they continue to meet existing requirements and receive the endorsement of the original entity by notifying the nominations and elections committee chair by the March 1 deadline.

**II. Nominations Process**

A. Qualifications of President-elect: Candidates for President-elect must meet the following criteria:

1. Be a member in good standing of the Association for a minimum of 10 consecutive years immediately prior to nomination.

2. Have had no ethical violations for the past 10 consecutive years immediately prior to nomination.

3. Have served at least two of the following three roles: a) a president of a national division, b) region chair, or c) Governing Council representative.

4. Must be a member of the branch located in the jurisdiction in which they reside or work, if such exists.

B. Candidate Restrictions: Cannot be a candidate for president-elect of a Division or Organizational Affiliate or chair-elect of a Region at the same time they are a candidate for ACA President-elect.

C. Nominations Process:

* + 1. Candidates for ACA President-elect: The following rules shall be used in making these nominations.
			1. Submission of Nominations: Each Division, Organizational Affiliate, and Region shall have the right to submit to the Nominations and Election Committee the name of no more than one candidate to be placed on the ballot for President-elect.
			2. The Nominations and Elections Committee will submit a list of all nominated candidates to the Governing Council. The Governing Council will vet and approve all candidates before they are placed on the ballot. A simple majority vote of the Governing Council will be required for approval.
			3. Questions for Candidates for ACA President-elect: The Nominations and Elections Committee shall draft no more than four questions to which the ACA candidate for the office of the President-elect will be requested to respond in *Counseling Today*. Candidates will respond with up to a maximum of 200 words per question or a total of 800 words asked by the Nominations and Elections Committee. This will not preclude the candidates from addressing additional issues; however, the total number of words must not exceed 800.
			4. Biographical Information, Goals Statements and Photograph: In addition to their answers to the questions from the Nominations and Elections Committee, candidates for ACA President-elect are asked to submit biographical information, optional category information (mention of division or region nominators is not permitted), a goals statement, and a black and white photograph which are printed in *Counseling Today*. Other than photographs, providing candidate information via e-mail is an acceptable method of forwarding information. However, a signed candidate form is still required to be forwarded to the Nominations and Elections Chair.

(1) Word Limits: There is a word limit on biographical information, optional category information, and goals statement, which is strictly enforced. General rules for the number of works in biographical information, optional category information and goal statements include the following:

(a) Goal statements will be limited to a maximum of 300 words, straight text. Any and all other categories will be limited to a maximum of 200 words, straight text. Lead-in questions and punctuation marks will be excluded from any count. Should any candidate exceed the maximum word limits, the submitted text will be ended at the sentence previous to the state word limit.

(b) Goal statements will be limited to the ACA President-elect elections.

(c) Prior to making any changes to a candidate’s statement(s) the Nominations and Elections Administrator will attempt to contact that Candidate. However, if the candidate cannot be reached after three attempts, the statement will be ended at the last word Candidates will be notified about any changes in their statements.

(2) Deadlines:

(a) Candidates are responsible for submitting their answers to the questions, biographical data, optional categories, goal statements, and photographs to the Nominations and Elections Administrator by the established and published deadline(s). ACA’s Nominations and Elections Administrator will notify the Nominations and Elections Chair of Divisions, Organizational Affiliates, and Regions, in writing, of any candidate not meeting the published deadlines.

(b) In the event any candidate information is not received by the stated deadline, it shall be replace with “Candidate Information Unavailable.”

(c) Information shall be postmarked by the published deadline. No time extensions will be granted, unless properly approved. In the event that the deadlines for receipts of candidate information are not met, no biographical information, goal statements, or photos will be published or distributed.

(3) Exceptions: Any exception to this process must be forwarded in writing to the ACA’s current Nominations and Elections Chair and approved in writing by the ACA’s Nominations and Elections Committee, the ACA President and the ACA CEO.

**III. Ballot and Election Results**

A. Ballot

1. Order of Names on Ballots: The order of candidate names on the ballot will be determined by lot.

2. Final Ballot: The final election shall be by electronic ballot, provided to members of the Association, at least six weeks prior to the deadline for ballot return. Paper ballots will be provided upon request of the member. Only those eligible members in good standing as of November 1 will be eligible to vote. Biographical information, answers to questions, and goals statements of ACA President-elect candidates will be published in *Counseling Today*. Candidate statements for Division, Organizational Affiliate and Region candidates will be published in *Counseling Today*. Election results shall be verified by a Certified Public Accountant under contract with ACA specifically for this purpose.

3. Deadline for receipt of ballots: All ballots for the current elections, postmarked on the last business day of January in the U.S. or received by February 7 by foreign members will be considered valid and included in the current year’s election results.

B. Method of Tallying Votes for ACA President-elect: The President is elected by majority vote of the members. The method of tallying votes and instructions to members for voting are as follows:

1. You may vote in either of two ways:

a. Rank order the candidates (1, 2, 3, 4, 5…with “1” being your first choice.) You need not rank order every candidate. Use only numbers (not marks) if you select this option. OR

b. Vote for a single candidate by using a “1” or a mark.

2. Tallying votes: If one candidate receives the majority (50% + 1) first choice votes, he/she is declared the winner.

3. If there is no first choice majority, the candidate with the smallest number of first choice votes is eliminated. The second choices of the voters whose first choice was eliminated are then considered first choices and distributed among the candidates remaining. If there is now a majority (50% + 1) for one candidate, he/she is declared the winner.

4. This process is continued, eliminating at each stage the candidate with the least first choice votes and redistributing the next choice votes for eliminated candidates until a majority (50% + 1) for one candidate is obtained.

5. Note that under this system, the candidate who has the greatest number but not a majority (50% + 1) of votes on the first past count may not necessarily become the winning candidate as the second, third, etc. selections are counted.

6. This process, carried to its conclusion, will also identify the second place choice to replace the winning candidate should that ever become necessary.

C Reporting of Results

1. The independent auditors shall forward all election results to ACA’s Nominations and Elections Chair and ACA’s CEO simultaneously, no later than 28 days following the ballot cutoff date.

2. The ACA President-elect candidates will each be called by the Chair of the Nominations and Elections Committee as soon as the results of the final balloting are known to inform them of the results The Chair will call the ACA President and President-elect to inform them of the result.

D Petition Recount

1. A request for a recount must be submitted by the candidate involved and must be in writing to the ACA CEO who will notify the Chair of the Nominations and Elections Committee immediately. The Chair will take action according to these Administrative Regulations and Rules.

2. The request must be received in the ACA Headquarters office by 4:30 pm ET no later than 15 days after the notification of results in writing is sent out.

3. Petition recounts will be permitted where the difference in votes between the winning candidate receiving the fewest number of votes and the losing candidate of candidates receiving the greater number of votes is not greater than 50 votes or two and one half percent (2.5%) of all votes cast for the office, whichever is less. If several candidates are contesting for a multi-member position, then all votes received by all candidates are totaled. If the margin separating any apparent winner and any apparent loser is 50 votes or less, or less than two and one half percent (2.5%) of all votes cast, as described above, the losing candidate may petition for a recount.

4. A petition for recount which changes the election result in favor of the petitioner shall be at the expenses of ACA. Petition for recount which does not change the election result in favor of the petitioner shall be at the expense of the petitioner. Said candidate may appeal to a Division, Organizational Affiliate, or Region to decide whether or not to assist in the expense.

5. Observers are permitted in case of a petition recount: such observers are to be designated by the candidate and provided at the candidate’s expense.

6. Challenge of election results may be initiated on procedural grounds and the same written procedures prescribed above are applied in cases of such petition. In such instances, the Nominations and Elections Committee shall have final authority in determining the acceptability of the reported results.

7. In case of an approved petition recount, the results of the recount shall be the final result and no further count shall be undertaken.

**IV. Campaigning Prohibited and Violations**

A. Campaigning Prohibited:

1. No campaigning for election is permitted. Use of personal funds for any kind of informal campaigning, such as dissemination of letters, is not allowed.

2. The Association, Divisions, Organizational Affiliates, Regions, and Branches shall not engage in the practice of budgeting or appropriating organizational funds derived from organizational revenues for support of any ACA President-elect candidate. This also includes funds from conference or any other revenue-producing source.

3. The Association, Divisions, Organizational Affiliates, Regions, and Branches shall not engage in practice of accepting funds or other support for any ACA President-elect candidate from commercial firms, corporations, foundations, institutions, agencies, or colleagues, acquaintances, or friends of the candidate.

4. Use of association, corporation, foundation, institution, or agency postal permit, telephone tie lines, or “800” numbers has constitute a contribution.

5. Acceptance of contributions from any source by a candidate will be considered a violation of the election regulations or rules for which an individual can be subject to removal from candidacy.

6. Association funds must not be used except as allowed by nominations and elections regulations and rules.

7. No ACA Division, Organizational Affiliate, Region, Branch, or Branch Division may publish articles on the candidacy of nominees or candidates.

8. Candidate’s ads may not appear in the *Counseling Today* or in Division, Organizational Affiliate, Region, Branch or Branch Division, Committee, or Task Force publications.

9. Oral information about individual candidates is to be confined to personal communications among members, not involving organized campaign speakers, telephone trees, e-mail messages, web sites, and other activities which may be construed as campaigning.

10. Candidates, friends of candidates, and colleagues of candidates may not distribute or mail campaign literature of any kind.

11. At Division, Organizational Affiliate, Region, Branch or Branch Division or other ACA meeting, the names of all candidates for an office may be announced, and if one or more of the candidates are present, they may be asked to stand and be recognized. They may not speak about their candidacy or as a candidate in front of the group.

B. Violations:

1. Violations Charges: The Nominations and Elections Committee shall consider any charges of administrative regulation or rule violation by the Association, its entities, or candidates.

a. The Nominations and Elections Committee shall consider any charges made over the signature of five members of ACA or candidate and said charges must be received one month prior to publish dates for primary and final elections.

b. The nominee or candidate charged with a violation will be given the opportunity to present written evidence to counter any charge(s). This evidence must be received within two weeks of notification of charges.

c. The President or Chair of the nominating Division, Organizational Affiliate, or Region of such a nominee or candidate will be notified by the Nominations and Elections Chair within two weeks of receiving notification that a violation has occurred, A Divisional President or Regional Chair may also present written evidence to counter charges within two weeks of notification of charges.

d. The President or Chair of the nominating Division, Organizational Affiliate, or Region of such a nominee or candidate will be notified of charges by the Nominations and Elections Chair within two weeks of receiving notification that a violation has occurred. A Divisional President or Regional Chair may also present written evidence to counter charges within two weeks of notification of charges.

e. All of the correspondence, (1) the letter, signed by five members of ACA or submitted by a candidate, (2) the statement (if submitted) by the nominee or candidate relative to the alleged violation, and (3) the statement (if submitted) by the President or Chair of the nominating unit will then be forwarded for evaluation by the Nominations and Elections Committee to determine (1) whether to disqualify the nominee or candidate, and (2) whether to sanction the nominating Division, Organizational Affiliate, or Region.

(Sanctioning means that the nominating Division, Organizational Affiliate, or Region will lose nominating privileges after the subsequent national conference. Any sanction against a participating organization/entity will be for a period not to exceed one year. The sanction period will be July 1 – June 30 of the year following the sanction.) Any individual found in violation of an administrative regulation and/or rule before, during, or after the election process will be removed from the election process and will be declared ineligible for the elected position. Once an elected position is declared ineligible, and the candidate receiving the next highest number of votes will be determined assume the elected position. In the event a second candidate is not available or can no longer fulfill the responsibilities of the elected position, it will be the responsibility of the participating organization affected to appoint an individual to the position deemed ineligible.

Members of the Nominations and Elections Committee must return a written statement relative to disqualification and sanctioning within two weeks of receipt of such information to the Chair of the Nominations and Elections Committee.

f. It is the responsibility of the Nominations and Elections Committee to determine under which circumstances any sanction will be imposed. Any decision of the Nominations and Elections Committee requires a majority vote of the voting members of the Committee.

g. Any candidate who believes the election regulations or rules have been violated to detriment of his or her candidacy shall immediately file a letter with the Chair of the Nominations and Elections Committee documenting the charges for violation.

h. The Nominations and Elections Committee shall both determine and enforce sanctions for violation of any regulation or rule, including deadlines for submission of materials.

2. Violations Appeals:

a. A disqualified nominee or candidate may appeal the decision of the Nominations and Elections Committee by writing the President of ACA and requesting that the documents evaluated by the Nominations and Elections Committee be re-evaluated by the Executive Committee of ACA. No additional documentation (of than a letter of appeal) may be submitted. Nominees or candidates may request an opportunity to appeal in person before the Executive Committee or participate in a conference call. (Expense to be borne by the person requesting such a personal appearance or conference call.)

b. A sanctioned Division, Organizational Affiliate, or Region may follow the same procedures as described in “a” above.

c. Only the voting members of the Executive Committee of ACA may cast a vote in conjunction with such appeal. The Past President of ACA, as a member and Chair of the Nominations and Elections Committee, previously would have deliberated and cast a vote with respect to such matters, and therefore should not be present to deliberate and vote.

d. The decision of the Executive Committee shall be final and no additional appeal process shall be initiated by the nominee or candidate. The President of ACA shall notify involved parties and the candidate no later than one week after a decision has been made.

e. When possible, the name of a disqualified nominee or candidate will be removed from the ballot prior to mailing to the membership. When it is not possible to remove the name, the membership of ACA will be notified via *Counseling Today*.

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**Section 10 – ACA Management and Professional Staff**

**I. Chief Executive Officer**

A. Basic Functions: The Chief Executive Officer (CEO) is responsible for the effective operation of the Association; for the direction of operations and activities; for implementing policies authorized by Governing Council, and for advising and making recommendations to the Officers and Governing Council.

B. Qualifications: Qualifications include a degree in counseling, human resources management, psychology, or a related combination of education and experience; strategic planning experience and skills; fiscal management skills; demonstrated excellent oral and written communication skills, high level of professionalism and integrity. Experience in association management or not-for-profit organization management is recommended.

C. Responsibilities and Authority:

1. May delegate portions of his/her responsibilities consistent with sound operations and authorized policies and procedures, together with proportionate authority for their fulfillment, but the CEO may not delegate nor relinquish any portion of his/her accountability.

2. Utilizing advice and input from the Chief Operations Officer and other staff, the Treasurer, and the Financial Affairs Committee, the CEO is responsible for development of an annual budget, overseeing the authorized and proper expenditure of funds, and assures that all funds, physical assets, and other property of the association are appropriately safeguarded and secured.

3. Monitors the Association’s environment to determine the need for new services and programs. Proposes such services and programs to the President, Executive Committee, and Governing Council.

4. Identifies new sources of revenue, proposes revenue enhancing projects to the Executive Committee and Governing Council, and ensures that approved projects are implemented.

5. Sees that the Governing Council and Executive Committee are kept fully informed in a timely manner about the conditions and operations on all important aspects of the Association. The CEO has the authority to make all personnel decisions related to hiring, firing, promoting, transferring, or otherwise deploying staff. Major changes in top management personnel will be made in consultation with the President. As a courtesy, the CEO will consult with the President prior to hiring or discharging anyone on the top management team.

6. Serves as a resource to elected leadership by studying and reviewing Association bylaws, policies, positions, programs and operations, and suggesting any changes needed for more effective operation of the Association.

7. Oversees or is responsible for the development of specific procedures and programs to implement the policies and activities authorized by the Governing Council; and further sees that these procedures and programs are effectively administered and controlled, and authorizes all headquarters office policies and procedures.

8. Sees that sound plans of organization are maintained for the headquarters office, and oversees the direction and coordination of all approved programs, projects, and major activities of the staff.

9. Provides for optimum utilization of all staff at the headquarters office, and sees that the organization is staffed with competent people, that they are delegated authority; and that appropriate limitations of their authority are defined and understood with respect to policy, commitment, expenditures, and actions affecting personnel.

10. Maintains a cooperative climate of responsiveness to volunteer leaders and all ACA members.

11. Is subject to overall personnel policy, is responsible for hiring of management personnel and overseeing the hiring of support personnel, the maintenance of salary administration procedures, and has responsibility and authority with respect to promotions and terminations.

12. Provides the necessary staff liaison support to Committees, and provides authority staff members to enable them to properly perform their liaison functions.

13. Authorizes and executes such contracts, agreements, and commitments as may be authorized by the Governing Council or established policies.

14. Develops and maintains an appropriate budgetary procedure with the Financial Affairs Committee, Treasurer, and the Chief Operations Officer; oversees the authorized and proper expenditure of funds, and assures that all funds, physical assets, and other property of the Association are appropriately safeguarded and administered.

15. Uses up-to-date technology to efficiently and effectively carry out the Association’s agreed upon policies, procedures, programs, and services.

16. Has regular contact with the President, Executive Committee, and the Governing Council.

17. Executes such other general responsibilities as delegated by the President, Governing Council, or Executive Committee.

D. Relationships:

1. Directly responsible to the President, the Governing Council, and the Executive Committee for the administration of the headquarters office and for proper interpretation and fulfillment of the functions of this Position Description and the fulfillment objectives and budget as approved or authorized by the Governing Council.

2. Develops and maintains peer relationships with executives of other organizations. In certain circumstances, as determined by the President, the Governing Council, or the Executive Committee, represents the Association in articulating its positions and objectives to business and industry, government, and the Association community.

3. Is responsible for the conduct and operations of key staff personnel. Secures the advice of key personnel in formulating plans and programs, and stands ready at all times to render advice and support to staff.

4. Ensures that all key members of headquarters staff understand and carry-out the policies set by the elected leaders of the Association.

5. Is present at all meetings of the Governing Council and Executive Committee and is responsible for the preparation of quarterly and annual reports to the Governing Council.

6. Represents a high level of professionalism and integrity in all personal and business activities.

E. Chief Executive Officer Evaluation Process:

1. The ACA Executive Committee has the sole responsibility for the evaluation of the ACA CEO’s performance.
2. Participation in the Evaluation: Governing Council members and staff will be asked for their input at the spring Governing Council meeting. Additionally ACA staff will be allowed the opportunity to provide 360 degree feedback relative to the CEO’s performance. The COO will be responsible for tabulating all responses and providing a Confidential Report to the Executive Committee prior to the spring Executive Committee Meeting. The results of this report will be used as part of the process to determine the employment status and/or contract provisions for the CEO.
3. The ACA President will meet with the CEO to discuss the results of this process prior to the end of the fiscal year. This is usually done on the first day of the spring Executive Committee Meeting.

F. Speaking for the Association: In the absence of written position statements, ACA staff, when requested to address issues of the counseling and development profession, shall, when feasible, contact the appropriate entity or entities affected by the position statement prior to making statements relative to the association’s position. In the absence of the President, the chain of command in Policy 401.4 shall prevail.

**II. Professional Staff**

The role of headquarters staff is to understand and carry-out the policies set by the elected leaders of the Association.

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**Section 11 – Divisions**

**I. National Divisions**

A. Organization of Divisions:

1. Divisions represents specialized areas of interest in human development, guidance, counseling, or personnel work.

2. A new Division shall qualify for full Division status and a voting member on the Governing Council with a minimum number of 500 ACA members. Initially, a group moving toward Divisional status shall be designated as an Organizational Affiliate until such time as it qualifies for Division status. An Organizational Affiliate or Division may achieve Division status with a minimum of 500 ACA members.

3. An existing Division shall maintain its full Division status and a voting member of the Governing Council with a minimum number of 400 members or 70 percent of its members also be ACA members. The calculation of members of existing Division shall be a monthly average of qualifying members (joint members of ACA and the Division) for the preceding fiscal year. If an existing Division fall below the minimum, the Division has a period of one year to return to that minimum before such Division shall lose its full Division status and vote.

4. Divisions may be separately incorporated.

B. Formation of Divisions:

1. The Governing Council has have the power to grant charters to National Divisions in accordance with policies and procedures established by the Governing Council relative to the formation of new National Divisions. Two-thirds of the votes cast by members of Governing Council who are present at a meeting where there is a quorum shall be necessary to grant a charter to a new National Division.

2. Prior to its chartering a National Division and continuous thereafter, an organization shall demonstrate the following to the satisfaction of the Governing Council.

a. It is organized in accordance with the Articles of Incorporation and the Bylaws of ACA.

b. It is identified in all documents and written materials as “A Division of the American Counseling Association.”

c. Its statement of purpose or mission is in accordance with that of ACA.

d. It requires each of its officers and Division governance members to be a member in good standing of ACA.

3. The Division must maintain viability as a National Division, evidence by demonstrating financial solvency; holding competitive elections for officers on a regular basis; and providing all promised member services on a timely bases. Compliance will be reviewed as needed by the ACA Bylaws Committee.

C. Autonomy of National Divisions.

1. A National Division of ACA shall be free to conduct its own affairs, but shall do so only in compliance with the Bylaws of ACA. The Governing Council shall establish such policies and procedures for National Division operation necessary to insure fiscal operation.

2. A Division of the Association may adopt its own name, subject to the approval of the Governing Council.

3. A Division of the Association may set its own membership classes and criteria in accordance with ACA Bylaws, policies, and procedures.

4. During the first five years of its operations, a National Division shall have provisional status as a National Division and during such period shall submit to the ACA Governing Council, prior to each Annual Conference meeting, financial and other information as described in the policies and procedures established by the Governing Council.

D. Filing of Budget, Audit, and Bylaws: Each National Division shall file with ACA a proposed annual budget by July 30, and annual audit and Form 990 within thirty days of completion. Each National Division shall file current Bylaws annually with ACA.

E. Proposed Amendments to Basic Documents: Proposed amendments to the Articles of Incorporation or the Bylaws of any National Division shall be reported in writing to the ACA President no later than 14 weeks prior to the Governing Council meeting at which the change may be considered. The ACA President shall transmit the written proposed amendments to the ACA Bylaws and Policies Committee which will transmit to the Governing Council such proposed amendments with or without a recommendation regarding each proposed change at least six weeks before the next regularly scheduled meeting of the Governing Council. No such proposed amendment can take effect until approved by the Governing Council.

F. Review of Division Bylaws:

1. Division bylaws will be reviewed every 10 years by the ACA Bylaws Committee to determine congruency between the two sets of bylaws.

2. Year of Review: Request for submission of a division’s bylaws will be based upon the rotational schedule established by ACA.

3. Notification: The rotational schedule established by ACA will be sent to all divisions and each division will be reminded one year in advance of the year of review.

G. Reports: Each Division shall transmit to the ACA President the names of its directors and officers following their election or appointment. Each Division shall transmit an annual written report to the ACA President who shall distribute the report to the Governing Council.

H. Dues Changes: ACA Division or Organizational Affiliate dues changes will be implemented July 1 of each year, provided that the ACA CEO or his/her designee is notified of such changes by one week following the ACA Annual Conference. Because of the publication of promotional materials and applications that list dues amounts, Division and Organizational Affiliate dues changes occurring at other times during the year will not be implemented until July 1. Rate changes not received prior to the deadline may not be implemented unless the entity agrees to incur any and all costs resulting from this delay.

I. Involuntary Revocation of a Charter: The Governing Council has had the power to revoke the charter of a National Division when it is deemed in the best interest of ACA to do so.

1. Before final action may be taken with respect to the revocation of the charter of a Division, a notice of intent to revoke must first be passed by a majority of the Governing Council members present and voting on the Division in question advised in writing of the reasons for the proposed action. The Division shall have until the next national meeting of the Association (but in no case less than nine months) to effect remedial measures.

2. Two-thirds of the votes cast by the members of the Governing Council who are present at a meeting where there is a quorum shall be necessary to revoke the charter of a National Division.

3. A Division agrees that at the end of each year during the period of provisional status, the Governing Council of the Association shall have the right to revoke the provisional charter by a two-thirds vote of the Governing Council members who are present at a meeting where there is a quorum.

J. Voluntary Withdrawal of a National Division: An organization’s status as a National Division of ACA may be voluntarily withdrawn only in compliance with ACA Bylaws, policies, and procedures adopted by the Governing Council.

**II. Division Officer**

A. Role and Functions:

1. Role: The role of an officer of a Division of the ACA is to provide leadership to the ACA members who belong to the Division representing areas of specialization and areas of special interest.

2. Functions: The functions of an officer of a Division include:

a. To conduct the affairs of the Division in compliance with the Bylaws of the Division and the Bylaws of ACA;

b. Each of the officers and Division governance members to be a member in good standing of the American Counseling Association;

c. To file an annual audit with the Association;

d. Each Division shall file a proposed annual budget and annual audit with ACA;

e. To report to the ACA President the names of the Division directors and officers promptly following their election or appointment;

f. To submit an annual written report to the ACA President who shall report salient developments to the Governing Council;

g. To collaborate with other Divisions and Regions to facilitate the achievement of the ACA Strategic Plan;

h. To attend the meetings of Division Presidents at the annual ACA Institute for Leadership Training.

**III. Membership Materials**

ACA Provides on behalf of Divisions a variety of membership materials, statistical reports, and information:

* + - 1. Development/Distribution of Membership Materials may include the following (subject to change)

ACA Membership Application

Online New Member Packet

1. Electronic Letter of Welcome
2. Electronic Membership Card & Receipt of dues paid
3. Full Division Brochure
4. Information Sheet on Division Journals and Newsletters
5. ACA Publication Catalogs

Welcome

1. Electronic : Your Guide to ACA Benefits and Services Brochure
2. Electronic PowerPoint Guide to Benefits and Services

Renewal Forms/Letters/Envelopes

Student Recruitment Package

1. Letter of Welcome
2. Poster
3. Student Membership Applications

PowerPoint Presentation for Counselor Educators

Individual Division Membership Brochures

Full Division Brochure

* + - 1. Other Membership Services may include the following (subject to change):
1. Telemarketing calls to current and lapsed members
2. Electronic reminder renewal messages are sent three, one week and 24 hours prior to expiration
3. Electronic renewal message and survey sent five days after expiration
4. Email messages are sent to first year members at third, sixth, and ninth month of membership
5. Prepared monthly electronic lists for Divisions of changes/updates, new, renew, lapsed and current renewing members
6. Maintain ACA/Division membership pages on ACA website
7. Prepare and email monthly membership statistics

**ACA Leadership Handbook**

**Section 12 – Organizational Affiliates**

**I. Organizational Affiliates**

A. Organization of Organizational Affiliates:

1. A group with a professional purpose and identity that distinguishes itself from current Divisions of ACA may apply for Organizational Affiliate status.

**a.** Size of Membership: The group shall initially consist of at least two hundred (200) ACA members.

b. Bylaws or Rules of Order: The group shall have Bylaws that are in compliance with ACA’s Articles of Incorporation, Bylaws, and Policies.

c. Purchasing ACA Services: ACA will not assist financially or administratively in the organizational process. ACA mailing labels, *Counseling Today* advertisements, or other ACA products or services must be purchased.

2. Formations of Organizational Affiliates:

a. Application Process: The proposed Organizational Affiliate must complete an ACA Organizational Affiliate letter of application to be submitted to the ACA CEO along with a copy of the Organizational Affiliate’s bylaws.

The ACA CEO will forward copies of the proposed Organizational Affiliate’s application and bylaws to Division and Organizational Affiliate presidents a minimum of 180 days before the next Governing Council meeting. The CEO will also forward a copy of the bylaws to the ACA Bylaws Committee for review and suggestions.

b. Application Review: The Division and Organizational Affiliate presidents will review the application to determine if the purpose and identity are different from their Division or Organizational Affiliate and submit their responses to the CEO.

c. Application to Governing Council: At least forty-five days prior to the next Governing Council meeting, the CEO will submit to Governing Council the proposed Organizational Affiliate’s application, membership list (to be verified by ACA staff), bylaws and acting officers.

d. Granting of Charter: Upon approval by the Governing Council, the group will be granted a charter.

B. Governing Council Observers: An Organizational Affiliate may voluntarily send an ex officio member to ACA Governing Council meetings; however, the ex officio member shall attend at the expense of the Organizational Affiliate, and does not have voting rights.

C. Amending Documents: Proposed amendments to the Articles of Incorporation or the Bylaws of any Organizational Affiliate shall be reported in writing to the ACA President no later than fourteen weeks prior to the Governing Council meeting at which the change may be considered. The President shall transmit the written proposed amendments to the ACA Bylaws and Polices Committee which will transmit to the Governing Council such proposed amendments with or without a recommendation regarding each proposed change at least six weeks before the next regularly scheduled meeting of the Governing Council. No such proposed amendment can take effect until approved by the ACA Governing Council.

D. Rotational System for Bylaws Review

1. Bylaws Review: Organizational affiliate bylaws will be reviewed every ten (10) years by the ACA Bylaws Committee to determine congruency between the two sets of bylaws.

2. Request for Submission of Bylaws: Request for submission of an organizational affiliate’s bylaws will be based upon the rotational schedule established by the ACA Leadership Services.

3. Notification: The rotational schedule established by ACA will be sent to all organizational affiliates and each organizational affiliate will be reminded one year in advance of the year of review by the Leadership Services.

E. Organizational Affiliate Dues Change: An Organizational Affiliate dues change will be implemented July 1 of each year, provided that the ACA CEO or his/her designee is notified of such changes one week after the conference. Because of publication of promotional materials and application that list dues amounts, Organizational Affiliate dues changes occurring at other times during the year will not be implemented until July 1. Rate changes not received prior to the deadline may not be implemented unless the respective entity agrees to incur any and all costs resulting from this delay.

**II. Organizational Affiliates Officers**

A. Organizational Affiliates Officer:

1. Role: The role of an officer of an Organizational Affiliates of the American Counseling Association is to provide leadership to the ACA members who belong to the Organizational Affiliates representing areas of specialization and areas of special interest.

2. Functions: The functions of an officer of an Organizational Affiliates include:

a. To conduct the affairs of the Organizational Affiliates in compliance with the Bylaws of the Organizational Affiliates and the Bylaws of ACA;

b. Each of the officers and Organizational Affiliates governance members to be a member in good standing of the American Counseling Association;

c. To file an annual audit with the Association;

d. Each Organizational Affiliate shall file a proposed annual budget and annual audit with ACA;

e. Proposed amendments to the Articles of Incorporation or Bylaws of any Organizational Affiliate shall be reported in writing to the ACA President no later than fourteen weeks prior to the Governing Council meeting at which the change may be considered. The ACA President shall transmit the written proposed amendments to the ACA Bylaws Committee which will transmit to the Governing Council such proposed amendments with or without recommendations regarding each proposed change at least six weeks before the next regularly scheduled meeting. Any such proposed amendment cannot take effect until approved by the ACA Governing Council;

f. To report to the ACA President the names of the Organizational Affiliate directors and officers promptly following their election or appointment;

g. To submit an annual written report to the ACA President who shall report salient developments to the Governing Council;

h. To collaborate with Organizational Affiliates, Divisions and Regions to facilitate the achievement of the ACA Strategic Plan;

i. To attend the meetings of Division Presidents and Organizational Affiliate Presidents at the annual ACA Institute for Leadership Training.

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**Section 13 – Regions**

**I. Regions**

A. Regions of the Association

1. Composition

a. Geographical Regions of the American Council Association shall be established by Governing Council. Membership in the Region shall be open to any chartered Branch or Chapter of ACA which lives in the geographical designation of the Region.

b. Region meetings shall be held bi-annually to conduct the business of the Region and to elect its officers. Meetings are held at the ACA Institute for Leadership Training and the ACA Conference.

2. Functions:

a. Support growth of the American Counseling Association and the Branches.

b. Increase communications between ACA, the Branches, Branch members, and Region ACA members.

c. Facilitate strategic planning between ACA and the Regions, and monitor how decision-making and resources allocations support the strategic plan.

d. Enrich leadership development in Branches, Regions, and ACA.

e. Develop and support a resource repository for Branches and Region Leaders.

B. Region Names: The names of the four Regions of ACA shall be: ACA Midwest Region; North Atlantic Region; Southern Region; and Western Region.

MIDWEST REGION

Illinois Minnesota Ohio

Indiana Missouri Oklahoma

Iowa Nebraska South Dakota

Kansas North Dakota Wisconsin

Michigan

NORTH ATLANTIC REGION

Connecticut Massachusetts Puerto Rico

Delaware New Hampshire Rhode Island

District of Columbia New Jersey Vermont

Europe New York Virgin Islands

Maine Pennsylvania

SOUTHERN REGION

Alabama Latin America South Carolina

Arkansas Louisiana Tennessee

Florida Maryland Texas

Georgia Mississippi Virginia

Kentucky North Carolina West Virginia

WESTERN REGION

Alaska Idaho Philippines

Arizona Montana Utah

California Nevada Washington

Colorado New Mexico Wyoming

Hawaii Oregon

C. Rules of Order

*Robert’s Rule of Order, Newly Revised* shall govern the proceedings of all bodies of the Region’s Branch Associations except where otherwise specified.

D. Communications

1. Region Leadership: The Leadership of Regions has their own ACA Connect Community that includes the ACA Region Chairs, Chairs-elect, Past Chairs, ACA President, ACA President-elect, and select ACA Staff.

2. Individual Regions: Each Region has an additional ACA Connect Community that includes the Leadership of the Branches within the Region. The Branch Leaders include, President, President-elect, Past President, and Executive Director. Additional individuals may be added to this Regional community at the request of the Region Chair. Note: only members of ACA are eligible to belong to an ACA Connect Community.

E. Reports. Each Region shall transmit to the ACA President the names of directors and officer promptly following their election and appointment. Each Region shall transmit a semi-annual and an annual written report to the ACA President who shall distribute the report to the Governing Council.

F. Region Booths at ACA Conference: ACA will offer Booths to the Regions at the ACA Conference for free of charge. However, each Region must submit a Request for Booth Form to the Director of Leadership Services by December 1 of each year. Information requested on this form includes:

1. Plans for the Booth

2. Staffing of the Booth

3. Requirements from ACA (materials, signs, etc.)

4. Description for the Program Guide

**II. Region Leaders**

A. Role of Leaders: The role of an officer of a Region of the American Counseling Association is to provide leadership training, professional development, continuing education and public policy and legislative training to Branch members following the ACA Strategic Plan.

1. Chair: The Chair shall abide by the ACA Region Operating Guide. In addition, the Chair is expected to perform the following duties:

a. Attend the ACA Institute for Leadership Training, ACA Region Meetings, and the Regional meetings at the ACA Conference.

b. Attend other ACA Branch meetings, committee meetings, and other appropriate meetings when financially feasible.

c. Prepare the agenda for all Regional Branch Assembly meetings.

d. Arrange the dissemination of reports from all committees and/or officers.

e. Keep an accurate file of all correspondence, reports, etc. received and passes such files to the incoming chair at the end of the term of office.

f. Serve as spokesperson to ACA pertaining to concerns and issues of interest to the Region.

g. Provide a status report at Regional Branch Assembly meetings. Copies of the report shall be made available.

h. Arrange for a time and place for the Regional Branch Assembly to meet at the ACA Conference.

i. Cooperate with the other three Region Chairs in the conduct of leadership development activities at the ACA Conference.

j. Invite, after election, the Chair-elect-elect to attend all business sessions of the Regional Branch Assembly.

k. Appoint a parliamentarian to serve at all business meetings.

l. Appoint an alternate to the ACA Governing Council meetings.

m. Send to ACA a copy of newly elected officers and representatives, highlights of the Institute for Leadership Training, and minutes.

n. Promote correspondence and exchange of programs among the other Regions of ACA.

o. Serve as a member of the Institute for Leadership Training Committee.

p. Procure serve plaques and/or certificates as appropriate.

2. Chair-elect: The Chair-elect shall abide by the ACA Region Operating Guide. In addition, the Chair-elect is expected to perform the following duties:

a. Attend the ACA Institute for Leadership Training and the Regional meetings at the ACA Conference.

b. Solicit input from Branch President-elect regarding the subsequent year’s annual ACA Institute for Leadership Training.

c. Submit a copy of all Regional correspondence related to the Region to the Chair.

3. Treasurer: The Treasurer shall abide by the ACA Region Operating Guide. In addition, the Treasurer is expected to perform the following duties:

a. Attend the ACA Institute for Leadership Training and the Regional meetings at the ACA Conference.

b. Submit a copy of all treasury related correspondence to the Region Chair.

c. Keep accurate records of all monies received and disbursed.

d. Maintain a monthly accounting system that provides for an accurate accounting between the Region and ACA.

e. Approve no disbursements, other than approved budget items verified by a vote of the Executive Board.

f. Collaborate with the Chair-elect in the preparation of the subsequent year’s budget.

g. Provide vouchers to individuals seeking reimbursements for expenditures incurred on behalf of the Region. Follow ACA reimbursement procedures.

h. Attend the ACA-sponsored treasurers’ workshop at the ACA Conference.

i. Sign all vouchers.

j. Follow-up on all vouchers submitted to ACA that have not been paid within thirty (30) days of submission at the request of the person to be reimbursed.

k. Submit reports of the status of the Treasury at Regional Branch Assembly meetings and at other times as requested by the Chair.

l. Distribute copies of the budget (or revised budget) at the Regional Branch Assembly meetings.

m. Deposit Regional-generated funds into the Regional account.

n. Invoice Branches for any Regional assessments during the month of July if authorized in the budget or upon an emergency vote of the Regional Branch Assembly.

4. Secretary: The Secretary shall abide by the ACA Region Operating Guide. Regions may choose to have the Secretary position combined with the Treasurer, Chair-elect, or Past Chair positions as necessary. In addition, the Secretary is expected to perform the following duties:

a. Attend the ACA Institute for Leadership Training and the Regional meetings at the ACA Conference.

b. Record and maintain minutes of Regional Branch Assembly meetings and Regional Executive Board meetings.

c. Be responsible for roll call, establishing a quorum, and determining the correct number of voting delegates during business meetings.

d. Verify credentials of voting delegates.

e. Disseminate copies of the minutes to all Branch Presidents and the Executive Board no later than thirty (30) days after the date of the meeting and submit copies to ACA. Forward all records to incoming Secretary by July 1 (minutes, correspondence, reports, etc.)

f. Submit a copy of all correspondence related to the Region to Chair.

5. Immediate Past Chair: The Immediate Past Chair shall abide by the ACA Region Operating Guide. In addition, the Immediate Past Chair is expected to perform the following duties:

a. Attend the ACA Institute for Leadership Training and the Regional meetings at the ACA Conference.

b. Carry out nominations and elections procedures according to the ACA and Regional Operating Procedures.

c. Prepare a voting form which will be distributed prior to voting. Voting shall be done by secret ballot and may be conducted electronically as needed.

d. Instruct Nominations and Elections Committee members to count and record votes on a tally sheet. The Nominations and Elections Committee will certify the votes.

e. Announce the winners of the election for Chair-elect, Secretary, and Treasurer and the nominees for the position of Regional Representative to the ACA Governing Council.

f. Submit a copy of all correspondence involving the Region to the Chair.

g. Submit a written report of all actions at the request of the Chair.

h. Serve as Chair of Regional Committees at the discretion of the Chair.

i. Prepare and distribute copies of the Regional Leadership Handbook to the Executive Board, Branch Presidents, and Presidents-elect, Branch Executive Directors, and ACA Liaison.

6. Representative to the ACA Governing Council: The Regional Representative to the ACA Governing Council shall abide by the ACA Region Operating Guide. In addition, the Representative is expected to perform the following duties:

a. Attend (ex officio, without vote) all Regional Branch Assembly meetings at the ACA Institute for Leadership Training, the Regional meetings at the ACA Conference, and Regional Executive Board meetings.

b. Report at each Regional Branch Assembly meeting and each Regional Executive Board meeting on events/issues before the ACA Governing Council.

c. Seek input from Branch leaders regarding recommendations, resolutions, etc. for ACA Governing Council consideration/action.

d. Be available, when financially supported by the Branch, to discuss ACA issues at Branch meetings.

e. Provide the Regional Chair information on all ACA Governing Council business related to the Region or Branches.

f. Maintain regular contact with the Region Chair.

7. Parliamentarian: The Parliamentarian shall abide by the ACA Region Operating Guide. In addition, the Parliamentarian is expected to perfume the following duties:

a. Serve a one year term of office upon appointment by the Regional Chair.

b. Assist the Chair during meetings of the Regional Branch Assembly to assure that Robert’s Rules of Order are applied.

8. Reports. Each Region shall transmit to the ACA President the names of directors and officer promptly following their election and appointment. Each Region shall transmit a semi-annual and an annual written report to the ACA President who shall distribute the report to the Governing Council.

**III. Region Branch Assemblies**

A. Composition and Powers and Functions:

1. Composition: The Assembly shall be composed of one voting delegate from each Branch in the Region. Delegates shall be appointed by the Branch and certified by Branch President.

2. Powers and Functions:

a. The established policies to policies to govern the affairs of the Region.

b. To act on recommendations for the Region Branch Council, Branches, Regional Committees, ACA, and ACA Governing Council.

c. To adopt and amend Operation Procedures.

d. To exercise other powers and functions as may be necessary or desirable in the best interest of the Region that are not in conflict with the Operating Procedures.

B. Meetings of the Region Branch Assembly.

1. All regular meeting scheduled by the ACA Regions must be held in sites previously approved by the Governing Council as part of the Strategic Plan for the Region. As rational, preliminary program and budget for the selection of a specific site consistent with ACA Strategic Plan and the charge to Regions as specified in the Bylaws, Article VI, Section 3, must be included in the Strategic Plan.

2. The Chairperson of the Region shall preside at the meetings of the Region Branch Assembly. Each Branch shall have one vote to be cast by the President or Branch delegate.

3. A majority of all Branches within the Region shall constitute a quorum. Proxy voting will not be allowed.

4. At each meeting and at any other time when so requested in writing, each Branch and committee shall make a written report to the Region Branch Assembly, through the Chairperson, regarding the state of its affairs, its activities, and its responsibilities.

C. Region Executive Council

1. Composition: The Region Executive Council shall be composed of three members nominated and elected by the Region Branch Assembly.

2. Powers and Functions of Region Executive Council.

a. The Region Executive Council shall convene at and during meeting of the National Association. Additional meetings of the Region Executive Council may be called by a majority vote or petition of the members of the Region Executive Council and/or upon the call of the Chairperson. The time and place of such additional meetings shall be fixed by the Chairperson. Notice thereof shall be given to all members of the Region Executive Council.

b. The Chairperson of the Region Executive Council shall preside at the meetings of the Regional Executive Council.

c. Each member of the Regional Executive Council shall have one vote. A majority of the voting members of the Region Executive Council shall constitute a quorum.

d. At each meeting, when so requested in writing, each Branch, and Chairperson of the Region and each committee shall make a written report of its activities and responsibilities.

D. Standing Committees: Standing committees of the Region shall be the Nominations and Elections Committee and the Executive Council Committee. The Chair or Chair-elect shall name Committees that align with the priorities for the Region subject to the approval of the Region Branch Assembly.

**IV. Nominations and Elections**

A. Nominations and Election Committee

1. There shall be established a Nominations and Election Committee consisting of the Immediate Past Chair of the Region as committee chair and two other persons appointed by the present Regional Chair. The purpose of the Nominations and Election Committee is to provide for the nomination and election of the Regional Officers and the Regional Representative to the ACA Governing Council.

B. Nominations of Regional Chair-elect, Secretary, and Treasurer.

1. No later than 50 days prior to the election of the Regional Chair-elect and/or the Regional Secretary or Treasurer, the Nominations and Elections Committee shall solicit from each member Branch no more than one eligible nomination for each vacant office.

2. Nominees must be active members of any Branch and also members of ACA.

3. The Nominations and Elections Committee shall not accept more than one nominee for each vacant office from any Branch. Branch nominations shall include the nominee’s name and a two page maximum leadership résumé for each candidate; the Branch is responsible for securing the consent of the nominee(s) prior to nomination.

4. In the event that Branches fails to nominate an individual(s) to fill the vacant offices, the Regional Executive Council shall name at least one nominee, upon receiving consent of the person(s) nominated.

5. The total number of nominated persons for each office constitutes the slate for that office.

6. The Nominations and Election Committee shall present the slate of candidates for all vacant office to the Regional Branch Assembly at the ACA Conference.

7. Floor nominations of eligible candidates shall be in order. Résumés for these individuals shall be made available (verbally or printed) at the time of the election.

C. Election of Chair-elect, Secretary, and Treasurer

1. The election of Chair-elect, Secretary, and Treasurer shall occur during the ACA Conference.

2. For each vacant position the Nominations and Elections Committee shall announce, in a communications to the member Branches, the names, and résumé of candidates whose nomination materials were received at least 30 days prior to the elections. This communication must be sent to Branches no later than 20 days prior to the election. The publication shall also contain a description of the election procedures as specified in the following subsection.

3. The Nominations and Elections Committee shall conduct all elections for officers by secret ballot.

C. Nomination of the Regional Representative to the ACA Governing Council.

1. During the second year of the term of the current Regional Representative to the ACA Governing Council, the Nominations and Election Committee shall solicit from each member Branch no more than one eligible nomination for that position no later than fifty (50) day prior to the Regional Business meeting at the annual ACA Conference. Nominees must be current or past presidents of member Branches, current Branch members, and current ACA members.

2. The Nominations and Election Committee shall not accept more than one nominee for representative to Governing Council from any Branch. Branch nominations shall include the nominee’s name and a two page maximum leadership résumé for each candidate; the Branch is responsible for securing the consent of the nominee prior to nomination.

3. Floor nominations of eligible candidate at the Regional business meeting immediately prior to the ACA conference shall be in order. Verbal or printed résumé for these individuals shall be made available at the time of election.

4. From the nominees for Regional Representative to the ACA Governing Council, the Region will select a final slate of up to two candidates for the position at it business meeting at the annual ACA Conference. This shall occur during the middle year of the term of the current Regional Representative to the Governing Council.

D. Election of Representative to the ACA Governing Council.

1. The Regional Nominations and Election Committee shall provide, in a publication to the member Branches, the names of eligible ACA Governing Council nominees whose materials were received at least 30 days prior to the meeting of the Region at the ACA conference. This information must be sent to Branches no later than 20 days prior to the selection of a final slate for the election. The publication shall also contain a description of the election procedures as specified in the following subsection.

2. The name(s) of the final candidate(s) selected by the Region at the ACA conference will be given to the ACA Nominations and Election Committee for the official ACA election ballot.

E. Nomination for the position of ACA President-elect.

1. Nominations must be submitted to ACA no later than March 1 or date selected and published by ACA for that given year. The region will consider the nomination of persons from outside the region in the event that there are no candidates who have been nominated. The procedures shall be as follows:

a. Be a member in good standing of the Association for a minimum of 10 years.

b. Have had no ethical violations for the past ten (10) consecutive years immediately prior to nomination.

c. Have served at least two of the three following roles: a) President of a national Division, b) Region Chair, or c) Governing Council Representative.

d. Must be a member of the Branch located in the jurisdiction in which they reside or work, if such exists.

e. Cannot be a candidate for president-elect of a Division or Organizational Affiliate or chair-elect of a Region at the same time they are a candidate for ACA President-elect.

2. Candidates from the Region:

a. The candidate(s) must submit an email requesting the nomination to the Region Chair prior to January 15 of the year.

b. Candidate(s) must be a member of the Branch of their state of residence or employment.

c. Candidate(s) must submit a vitae/data sheet (1-2 pages) prior to January 15 that will be distributed to the region Branch associations.

d. Candidate(s) must submit a statement (no more than one page) regarding their desires or plans as ACA president.

e. The Regional Assembly may choose not to nominate a candidate, (which will be noted on the ballot by words “no nomination”).

f. Voting will be done by online balloting with the one Branch-one vote principal prevailing. A majority vote will be required for nomination.

g. The Chair or his/her designee will be responsible for coordinating the distribution of candidate information, setting up the online voting, and tabulate the ballots.

h. Results of the voting should be communicated to ACA and those seeking nomination by the ACA deadline.

3. Candidates from outside the Region:

a. The candidate(s) must submit an email requesting the nomination to the Chair prior January 15 of the year.

b. Candidate(s) must be a member of the Branch in their state of residence or employment.

c. The candidate(s) must submit a vitae/data sheet (1-2 pages) prior to January 15th that will be distributed to the Region Branch associations.

d. The candidate(s) must submit a statement (no more than one page) regarding their desires or plans as ACA president.

e. The Regional Assembly may choose not to nominate a candidate, (which will be noted on the ballot by words “no nomination”).

f. Voting will be done by online balloting with the one Branch – one vote principal prevailing. A majority vote will be required for nomination.

g. The Chair or his/her designee will be responsible for coordinating the distribution of candidate information, setting up the online voting, and tabulate the ballots.

h. Results of the voting should be communicated to ACA and those seeking nomination by the ACA deadline.

F. Vacancies: Any vacancy that should occur due to resignation, death or other circumstances concerning an elected officer of the Region shall be filled, on an interim basis, by appointment by the Chair of the Executive Council subject to approval by the entire Council until the next meeting of the Regional Branch Assembly, at which time, the remainder of the term shall be filled by election of the Assembly.

**V. Finance**

A. Region Subsidies and Finances

1. Annual Subsidy: ACA shall provide each of its four Regions an annual subsidy to be determined by the Financial Affairs Committee and approved by Governing Council during the annual budgeting process.

2. Notification of Subsidy: The amount of this subsidy shall be communicated to each Region Chair and Chair-Elect, immediately following the adoption of the ACA budget no later than 30 days prior to the fiscal year.

3. Purpose of Subsidy: The purposes of the subsidy are:

a. To assure that financial resources are available for Regional officers to attend ACA conference and leadership meetings, and

b. To allow Regional officers to expend the subsidy in the best interest of their Region, Branches and Plan of Action.

c. To use additional subsidies to support low income Branches sending representatives to the ACA Institute for Leadership Training.

B. Accessing Funds: The Region shall provide an annual accounting of the funds received by no later than July 31 following the conclusion of the fiscal year during which the funds were expended. Once the previous year's accounting report of the subsidy is approved, the current year's subsidy will be deposited into the Region checking account. The money is then accessed like any other disbursement.

C. Independent Funds: Any monies raised by Regions, from any source, must be deposited into their respective Regional bank accounts maintained by ACA. These monies belong to each Region and shall not be “at risk” or subject to forfeiture under any circumstances. Additionally, ACA shall not have the authority to withdraw any monies from this account without express written authority from the Regional Treasurer or Chair.

**VI. ACA Travel Policies**

Refer to Appendix 2 for information and forms related to travel and reimbursement for Regions.

**ACA Leadership Handbook**

**Section 14 – Branches**

**I. Branches**

A. Organization of Branches:

1. The Association shall include one or more Branches, each of which shall consist of at least 50 members in good standing in the Association, each whom are residence of such geographic subdivision. For the purposes of these Bylaws, the District of Columbia, the Commonwealth of Puerto Rico, U.S. Territories, Foreign Countries, and such other geopolitical subdivisions, when chartered by Governing Council, shall be considered to be Branches.

2. No Branch shall be organization or operated except in accordance with the Article of Incorporation and Bylaws of ACA.

3. The purposes of a Branch shall be in accordance with those of ACA.

B. Formation of Branches: The Governing Council shall have the power to charter Branches, but only one Branch may be chartered in any State in the United States, the District of Columbia, the Commonwealth of Puerto Rico, and U.S. Virgin Islands. Two-thirds of the votes cast by members of Governing Council who are present at a meeting where there is a quorum shall be necessary to grant a charter to a new Branch.

C. Autonomy of Branches:

1. A Branch of the Association shall be free to conduct its affairs at the Branch level but shall do so only in compliance with the Articles of Incorporation and the Bylaws of ACA. The Governing Council shall establish such policies and procedures for Branch Operations necessary to ensure responsible fiscal operations.

2. A Branch shall include on its Governing Body a representative from each chartered ACA Division in the Branch.

3. All elected officers of a Branch shall be members of ACA.

4. A Branch may adopt its own name, but in all instances shall identify itself as “A Branch of the American Counseling Association.”

D. Branch Divisions, Chapters, and Interest Sections.

1. A Branch Division must be chartered by the Branch within which it is located and by the National Division which it represents, consistent with the Bylaws of ACA, the Branch and the National Division.

2. All officers of a Branch Division shall be members in good standing of ACA, the Branch, and the corresponding National Division.

3. A Branch Chapter shall consist of persons who organized on the basis of a local geographic unit within the Branch in accordance with the Bylaws and policies of the Branch.

4. A Branch Interest Section shall consist of persons who organize on either a Brach or local basis in accordance with the Bylaws and policies of the Branch to promote a professional interest not otherwise provided for the Divisional structure.

5. Each Branch shall provide for the organization and affiliation with the Branch of such Branch Divisions, Chapters, and Interest Section as may be established in accordance with the policies and procedures adopted by the Governing Council.

E. Proposed Amendments to Basic Documents.

1. Proposed amendments to the Articles of Incorporation or the Bylaws of any Branch shall be reported in writing to the ACA President no later than fourteen weeks prior to the Governing Council meeting at which the change may be considered. The ACA President shall transmit the written proposed amendments to the ACA Bylaws and Policies Committee which will transmit to the Governing Council such proposed amendments with or without recommendation regarding each proposed change at least six weeks before the next regularly scheduled meeting of the Governing Council. Any such proposed amendment cannot take effect until approved by the ACA Governing Council.

2. Rotational System for Bylaws Reviews

a. Bylaws Review: Branch bylaws will be reviewed every 10 years by the ACA Bylaws and Policies Committee to determine congruency between the two sets of bylaws.

b. Year of Review: Request for submission of a branch’s bylaws will be based upon the rotational schedule established by the ACA Bylaws and Policies Committee.

c. Notification: The rotational schedule established by ACA will be sent to all branches and each branch will be reminded one year in advance of the year of review by the Bylaws and Policies Committee.

F. Reports. Each Branch shall transmit to the ACA President the names of its directors and officers promptly following their election or appointment. Each Branch shall transmit a written annual report to the ACA President who shall distribute the report to the Governing Council.

G. Involuntary Revocation of a Charter. The Governing Council shall have the power to revoke the charter of a Branch when it is deemed in the best interest of ACA to do so.

1. Before final action may be taken with respect to the revocation of the charter of a Branch, a notice of intent to revoke must first be passed by majority of the members of Governing Council present and voting and the Branch in question advised in writing of the reasons for the proposed action. The Branch shall have until the next national meeting of the Association (but in no case less than nine months) to effect remedial measures or otherwise bring itself into compliance with the Bylaws of the Association.

2. Two-thirds of the votes cast by the members of the Governing Council who are present at a meeting where there is a quorum shall be necessary to revoke the charter of a Branch.

H. Voluntary Withdraw of a Branch. An organization’s status as a Branch of ACA may be voluntarily withdrawn only in compliance with ACA Bylaws, policies, and procedures adopted by the ACA Governing Council.

**II. Branch Officers**

A. Role: The role of an officer of a Branch of the American Counseling Association is to provide leadership to Branch members.

B. Functions: The functions of an officer of a Branch include:

1. To conduct the affairs of the Branch in compliance with the Bylaws of the Branch and the Bylaws of ACA;

2. To be a member of the American Counseling Association;

3. To send to the ACA President the names of the directors and officers promptly following their election or appointment;

4. To submit a written report to the ACA President who shall report salient developments to the Governing Council;

5. To facilitate the achievement of the Branch and ACA goals;

6. To participate in leadership training;

7. To facilitate the articulation of Branch issues and concerns and relay these concerns and issues to Regional leaders and other ACA leaders;

8. To attend ACA Institute for Leadership Training.

**III. ACA Sponsored Award Programs**

A. The ACA Branch Awards Competition:

1. The ACA Branch Awards Competition recognizes those branches that significantly advance and enhance the counseling profession through excellent programs, increased membership, quality communications, and community involvement.

2. There are two categories of awards: Best Innovative Practice and Best Leadership Development. Winners will receive $250, plus one conference registration to the 2018 ACA Annual Conference & Exposition. Housing and transportation are not included.

3. Branches will compete with other branches in their region. There will be two awards given for each region; one for Innovative Practice and one for Leadership Development. A branch may only win one award in a given year. The winners will be recognized at the ACA National Awards Ceremony during the ACA Annual Conference & Exposition. A representative from your branch is expected to attend.

B. 5-Star Branch Awards:

1. The 5-Star Branch Awards recognizes Branches that completes a list of requirements, demonstrating their commitment to following the Bylaws and Policies of ACA.

2. Recognition: Branches that complete the requirements are presented with a certificate at the annual ILT. In addition all the 5-Star Branches are entered into a drawing for one of three complimentary registration to the next year’s ILT.

3. Requirement for the 2016-2017 5-Star Branches:

a. Provide a copy of the Branch Membership Roster to verify that at least 50 Branch members are also ACA Members by September 30, 2016.

b. Send a representative to the 2016 Institute for Leadership Training.

c. Completed a submission for one of the ACA Branch awards by the deadline of December 9, 2016.

d. Submit report for the ACA President and Governing Council by January 30, 2017.

e. Send a representative to the 2017 ACA Conference & Expo.

**ACA Leadership Handbook**

**Section 15 – Committees and Task Forces**

**I. ACA Committees and Task Forces**

A. Role and Functions of Committee/Task Force Chair:

1. Role: The role of a Committee/Task Force chair is to further the Mission of the American Counseling Association.

2. Functions: The functions of a Committee/Task Force chair include:

a. To transmit a biannual written report to the President of the Association who shall report salient developments to the Governing Council;

b. If asked, make an oral report to the Governing Council

c. When appropriate, create subcommittees from among Committee members and appoint subcommittee chairs for one-year terms;

d. To facilitate communication among Committee/Task Force members;

e. To maintain close working relationship with ACA Presidents, other appropriate ACA Committees, Governing Council liaisons, and staff assigned to the Committee/Task Force.

B. Role and Functions of Committee/Task Force Member

1. Role: The role of a Committee/Task Force Member to further the Mission of the American Counseling Association.

2. Functions: The functions of a Committee/Task Force Member include:

a. To work with the Committee/Task Force chair and other Committee/Task Force members to further the Mission of the American Counseling Association;

b. To maintain communications with the chair and other Committee/Task Force members;

c. To fulfill Committee/Task Force assignments;

d. To report findings to the chair;

e. To understand the concerns, issues, and positions of ACA;

f. To attend Committee/Task Force meetings held at the annual conference

g. To follow the ACA Bylaws and Policies.

C. Governing Council Liaison

1. Appointment of Liaisons: Governing Council members will be appointed as liaisons to ACA Committees and Task Forces by the President-elect to serve during the President-elect’s term as President.

2. Liaison Responsibilities: Governing Council members who serve as liaisons to ACA Committees and Task Forces are requested to contact the Committee chair via telephone, or e-mail at least twice during the year to verify that the Committee or Task Force is progressing toward the accomplishment of its plan of action. Liaisons must report any problems to the ACA President. Liaisons are requested to forward to the Committee or Task Force chairs any pertinent information from minutes of Executive Committee and Governing Council meetings that could influence the actions of the Committee or Task Force.

D. ACA Staff Liaison: ACA has made efforts to assist you by assigning a Staff Liaison to your Committee or Task Force. Your Staff Liaison is focused on providing any information that you need from ACA and can respond to such questions as:

* What is our budget and how do we get approval to spend it?
* What upcoming deadlines should I know about?
* Is our Committee/Task Force scheduled to meet at the Annual Conference?
* How do we arrange for a Committee/Task Force conference call?
* Who do I talk to at ACA about \_\_\_\_\_\_?
* When are Committee/Task Force reports due and to whom do I send them?
* How does our Committee or Task Force make motions to the ACA Governing Council?

**II. Committee Appointments**

A. Committee Member Criteria:

1. Member of ACA: All Committee members must be members of the American Counseling Association and meet the standards of Professional Membership (except for student members).

2. Membership Verification: Staff will verify that all persons nominated and continuing Committee members are current ACA members. The CEO or his/her designee will verify that all continuing Committee members are current ACA members.

3. Chair Qualification: All Committee chairs or co-chairs must have served on the Committee for a minimum of one year before being named chair or co-chair.

B. Committee Member Restrictions:

1. Maximum Number of Committee Appointments: ACA members may not serve concurrently on more than one ACA Standing Committee.

a. ACA members who accept an appointment to an additional ACA Standing Committee must resign from any other ACA Standing Committee on which they currently are serving.

b. Requirement to Resign Exception: The ACA President serves without vote on all ACA Standing Committees; and the ACA Past President serves on the Publications Committee, the Nominations and Election Committee, and the Strategic Planning Committee.

2. Research and Knowledge Committee Members: At no time during their tenure on the ACA Research and Knowledge Committee and for one year thereafter may a Committee member serve as an ACA Project Director on a project sponsored by an ACA entity.

3. Publication Committee Members: Publications Committee cannot put forth proposals for personally authored or edited books or other media during their term. Contributions to other authors’ works (e.g., single chapters) are exempt. Any other exceptions to this policy due to unusual or unforeseen circumstances will be made by the ACA Associate Publisher.

C. Committee Nominations, Applications and Appointments

1. Self-Nomination: ACA members who wish to serve on a Committee may nominate themselves or be solicited for nomination from Divisions, Organizational Affiliates, Regions, and other ACA members.

2. Notification of Call for Committee Nominations and Applications: An annual call for applications shall be issued through *Counseling Today*, ACAeNews, ACA Connect and ACA website for members who are interested in being considered for appointments to Committees.

3. Call for Nominations Exceptions: Appointments to the Audit, Compensation Committee, Financial Affairs, and Nominations and Election Committees are specific by background; therefore, calls for nominations will not be issued.

4. President-Elect to Solicit Nominations and Applications: The President-elect will solicit nominations and applications each year and provide forms to be completed.

5. President-Elect Makes Appointments to Committees: The ACA President-elect will receive the applications and will appoint members and a chair to each Committee.

6. Governing Council Confirmation: The President-elect will have nominations for Committee positions and Committee chairs ready to be confirmed by the Governing Council at its conference meeting.

D. Length of Committee Term

1. Committee Member Term: Committee members may serve on a Committee not more than one consecutive three-year term. Service for 18 months or more shall be regarded as a full three-year term.

2. Student Committee Member Term: A student serves on a Committee for a one-year term, and may serve no more than two consecutive terms.

3. Committee Chair Term: A Committee chair or co-chair may serve as chair or co-chair not more than two consecutive one-year terms.

E. Removal of Committee Member or Chair

1. Removal Process: In the event the ACA President determines that a Committee member or chair is not meeting Committee responsibilities adequately, the President shall take the following steps:

a. Consult with the Committee chair;

b. Ask the member or chair to resign, if necessary.

c. If a Committee member or chair refuses to resign after being asked, the President has the authority to remove the member or chair. A Committee chair may be removed without removing that person from the Committee, or the chair can be removed as chair and removed from the Committee as well.

d. Governing Council or Executive Committee approval to remove Committee members or chairs is not required.

2. Replacing Removed Committee Members or Chair: After the President has removed a Committee member; the President shall take the following steps:

a. May ask the Division, Organizational Affiliate, or Region that originally recommended the Committee member to recommend to the ACA President a replacement to serve the remainder of that person’s term as long as doing so will not negatively reflect upon the member or chair just removed.

b. If the Committee member was an at-large appointment, the President shall appoint the replacement.

c. The President shall appoint a new chair to replace a removed chair.

d. All appointments made under this provision must be submitted to the Governing Council or Executive Committee for approval.

F. Committee Vacancies: Vacancies occurring on Committees, due to reasons other than removal, shall be filled by the President and shall be confirmed by the Governing Council or Executive Committee.

G. Additional Committee Formation

1. Only Standing Committees Authorized: No Committee of any type other than Standing Committees or Special Committees or Task Forces may be formed. All association tasks must be assigned to one of the Standing Committees.

2. Subcommittees of Standing Committees: Committee chairs or co-chairs may create subcommittees from among Committee members and appoint subcommittee chairs for one-year terms.

3. Groups Organized to Perform Functions: The President, subject to confirmation by the Governing Council, may establish a time-limited Special Committee or Task Force for a specific temporary purpose or assigned task which is beyond Standing Committees’ scope of responsibilities as indicated in policies adopted by the Governing Council.

H. Elimination of Standing Committees: Standing Committees shall be reviewed every five years, and shall renew and continue automatically unless eliminated by the vote of Governing Council during a review.

**III. Budget and Reports**

A. Committee Budget

1. Conference Meetings and Expenses: All ACA Committee chairs and Committee members are expected to attend the ACA conference at their own expense and to participate in a Committee meeting, if scheduled. No expenses will be reimbursed by ACA.

2. Oral Reports to Governing Council: When Committee chairs are asked to make oral reports to the Governing Council at its conference meeting; the chairs may be reimbursed for one night’s lodging and one day of per diem.

B. The ACA Committee/Task Force Reports:

1. ACA Committee/Task Force Reports for your Committee or Task Force is used to keep the President and Governing Council appraised of the activities and accomplishments of committees and task forces. This form is to be completed during the 2016-2017 year for the following time periods:

1. July 1 – December 31-- Report Due January 15, 2017
2. January 1 – June 30 -- Report Due June 1, 2017

2. ACA staff will send committee and task force chairs the report form in advance of deadline. The chair is responsible for completing this form and submitting it to the committee’s ACA Connect Community. A report is required even if the committee/task force was not active during the reporting period.

3. It's important to submit reports to your committee's ACA Connect Community so that committee members, liaisons and the ACA President can have access to it, and because it creates a history of what the committee is working on.

 4. The report consists of four questions:

a. How has your committee/task force communicated during this reporting period? Provide information regarding any communication with committee/taskforce members, via ACA Connect, conference calls, etc.

b. What was accomplished? To help answer this question, you may attach meeting minutes, conference call reports or other documents. Provide a brief summary of the outcome of your communications and work toward the committee/task force Strategic Plan Assignments.

c. What are the committee’s/task force’s current goals? List goals and deadlines.

d. Does your committee/task force have any recommendations to offer to the Governing Council? Please provide any comments or ideas you would like to share with the President and the Governing Council.

**IV. ACA Standing Committees**

A. Audit Committee

1. Audit Committee Responsibilities: The Committee’s primary duties and responsibility are to:

a. In working with the auditors, review the adequacy and the reliability of ACA’s internal controls and financial reporting;

b. Review the independence and performance of ACA’s external independent auditor (“Auditor”);

c. Review the ACA’s compliance with tax requirements;

d. Review allegations of violations of the ACA’s stated policies on Business Conduct, Conflicts of Interest, and Business Ethics; and

e. The Committee will report to Governing Council and recommend appropriate actions at regularly scheduled meetings.

2. Audit Committee Membership: The Audit Committee shall be comprised of not less than one member of Governing Council and at least three additional members of ACA, who shall be financially literate or who shall become financially literate within a reasonable period of time after appointment to the Committee.

B. Awards Committee

1. Awards Committee Responsibilities: The Awards Committee shall develop procedures and administer the awards program for the Association.

2. Awards Committee Membership: The Awards Committee shall consist of at least nine members, eight professional members who shall serve three-year terms and one student member who shall serve a one-year term. ACA members who qualify according to ACA policy shall apply to the ACA President-elect to become Committee members. The ACA President-elect shall appoint one student and enough professional members to bring the complement to nine to begin the next July 1 from among those who have applied. The Committee chair shall be chosen by the ACA President-elect from among the current Committee members and shall serve for one year beginning the next July 1.

C. Branch Development Committee

1. Branch Development Committee Responsibilities: 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-dues revenue; c) leadership recruitment, retention and revitalization; d) website design, operation and maintenance; and Branch evaluation and planning for present and future technology needs.

2. Branch Development Committee Membership: The Branch Development Committee shall consist of at least nine members, eight professional members who shall serve three-year terms and one student member who shall serve a one-year term. ACA members who qualify according to ACA policy shall apply to the ACA President-elect to become Committee members. The ACA President-elect shall appoint one student and enough professional members to bring the complement to nine to begin the next July 1 from among those who have applied. The Committee chair shall be chosen by the ACA President-elect from among the current Committee members and shall serve for one year beginning the next July 1.

D. Bylaws Committee

1. Bylaw Committee Responsibilities: The Bylaws Committee shall review all proposed additions, revisions and deletions to the ACA Bylaws and the Bylaws of branches, divisions, organizational affiliates and forward their review to the ACA Governing Council.

At the request of the officers, CEO, Executive Committee and/or the Governing Council, the Policy Committee shall review designated policies that are in question or are proposed for adoption or deletion to determine appropriateness, clarity, redundancy, and/or conflict with other policies or bylaws.

2. Bylaw Committee Membership: The Bylaws Committee shall consist of at least nine members, eight professional members who shall serve three-year terms and one student member who shall serve a one-year term. ACA members who qualify according to ACA policy shall apply to the ACA President-elect to become Committee members. The ACA President-elect shall appoint one student and enough professional members to bring the complement to nine to begin the next July 1 from among those who have applied. The Committee chair shall be chosen by the ACA President-elect from among the current Committee members and shall serve for one year beginning the next July 1.

E. Compensation Committee

1. Compensation Committee Responsibilities: The Compensation Committee recommends policies and processes to the Executive Committee and the Governing Council for the regular and orderly review of the compensation and benefits, the Chef Executive Officer and COO and other senior executives (disqualified individuals).

2. Compensation Committee Membership: The Compensation Committee will include a chair and four other Governing Council members who meet the Governing Council’s definition for an “independent director”. All or a majority of the members of this committee, and especially the committee chair should be independent directors, without any significant economic relationship with the organization. For the committee to have consistency, it is recommended that no more than two members cycle off the committee each year.

F. Ethics Committee

1. Ethics Committee Responsibilities: The Ethics Committee protects the public through the adjudication process and assists ACA with educating the membership concerning the Code of Ethics, monitoring and providing input into the revision of the Code of Ethics, and receiving and processing complaints of alleged violations of the Code of Ethics of the association. The Ethics Committee shall assist with the development of an annual statistical report of cases, which is published in an ACA publication.

The Ethics Committee shall assist with the interpretation of the ACA Code of Ethics for members.

2. Ethics Committee Membership: The Ethics Committee shall consist of at least eight professional members who shall serve three-year terms, including two co-chairs whose terms overlap, and one student member who shall serve a one-year term. ACA members who qualify according to ACA policy shall apply to the ACA President-elect to become Committee members. The ACA President-elect shall appoint one student and enough professional members to bring the complement to nine to begin the next July 1 from among those who have applied. The Committee Junior Co-Chair shall be chosen by the ACA President-elect from among the current first year Committee members and shall serve for one year beginning the next July 1; the following July 1 this member shall become the Senior Co-Chair, unless there are extenuating circumstances. The rationale for the co-chair format is the continuity of experience needed to navigate the quasi-legal aspects of the adjudication process.

 Members selected to serve on this committee shall have had no ethical violations for at least 5 years and must have demonstrated knowledge of the ACA Code of Ethics and experience and competence in the area of ethics.

G. Ethics Appeal Panel:

1. Ethics Appeal Panel Responsibilities: Decisions of the ACA Ethics Committee may be appealed by the member found to have been in violation based on one or both of the following grounds:

a. The Committee violated its policy and procedures for processing complaints of ethical violation; and/or

b. The decision of the Committee was arbitrary and capricious and was not supported by the materials provided by the complainant and charged member.

c. Sanctions that are inconsistent with or disproportional to the violation found may also be grounds for appeal.

2. Ethics Appeal Panel Membership: The ACA Ethics Appeal panel consists of six appointed members. Two members are appointed annually for three year terms by the President Elect; appointments are subject to confirmation be the ACA Governing Council. Of the two annual appointments, one shall serve as a professional member of the panel, and one will serve as an alternate, available in the event one of the professional members is determined to have personal interest in and withdraws from reviewing the case. The President will fill any vacancies on the panel in the same manner, and the person appointed should serve the unexpired term of the member whose place he or she has assumed. All members appointed must have served on the ACA Ethics Committee for at least one term.

H. Financial Affairs Committee

1. Financial Affairs Committee Responsibilities: The Financial Affairs Committee shall advise the Governing Council and CEO on such matters as budget planning and development and financial management. The Financial Affairs Committee shall monitor the Association’s finances and fiscal health.

2. Financial Affairs Committee Membership: The Financial Affairs Committee shall consist of eight members. Members shall include the immediate past Treasurer, current Treasurer, Treasurer-Designate, ACA President, ACA President-elect, and ACA Past President. The current Treasurer shall serve as chair. At the last Governing Council meeting of the association year, one Division member and one Region member will be elected for one-year terms by the voting membership of the present Governing Council from among Governing Council members who will be serving on Governing Council next year

3. Monthly Review of Fiscal Operations: The Committee shall conduct a monthly review of fiscal operations and develop a balanced budget for the following fiscal year for presentation to the Governing Council.

4. Budget Revision: At the direction of the Governing Council or Executive Committee, the Financial Affairs Committee shall review and make required revisions to the current or proposed fiscal year budgets.

5. Fiscal Implication of Motions: The ACA Financial Affairs Committee shall study and recommend with respect to all motions submitted to Governing Council to determine (1) financial implications/costs; and (2) the fiscal year particular items could reasonably be implemented.

I. Graduate Student Committee

1. Graduate Student Committee Responsibilities: 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.

2. Graduate Student Committee Membership: The Graduate Student Committee shall consist of at least nine members, eight student members and one professional member who shall serve three-year terms. ACA members who qualify according to ACA policy shall apply to the ACA President-elect to become Committee members. The ACA President-elect shall appoint one student and enough professional members to bring the complement to nine to begin the next July 1 from among those who have applied. The Committee chair shall be chosen by the ACA President-elect from among the current Committee members and shall serve for one year beginning the next July 1.

J. Human Rights Committee

1. Human Rights Committee Responsibilities: The Human Rights Committee shall promote programs that proactively 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.

2. Human Rights Committee Membership: The Human Rights Committee shall consist of at least nine members, eight professional members who shall serve three-year terms and one student member who shall serve a one-year term. ACA members who qualify according to ACA policy shall apply to the ACA President-elect to become Committee members. The ACA President-elect shall appoint one student and enough professional members to bring the complement to nine to begin the next July 1 from among those who have applied. The Committee chair shall be chosen by the ACA President-elect from among the current Committee members and shall serve for one year beginning the next July 1.

K. International Committee

1. International Committee Responsibilities: The International 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.

2. International Committee Membership: The International Committee shall consist of at least nine members, eight professional members who shall serve three-year terms and one student member who shall serve a one-year term. A represented from the International Association for Counselling shall be invited to serve on the Committee as a standing committee seat (non-voting). ACA members who qualify according to ACA policy shall apply to the ACA President-elect to become Committee members. The ACA President-elect shall appoint one student and enough professional members to bring the complement to nine to begin the next July 1 from among those who have applied. The Committee chair shall be chosen by the ACA President-elect from among the current Committee members and shall serve for one year beginning the next July 1.

L. Nominations and Election Committee

1. Nominations and Election Committee Responsibilities: The Nominations and Election Committee shall conduct the nominations and election 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.

2. Nominations and Election Committee Membership: The Nominations and Election Committee shall consist of five members, including the chairperson:

a. The Chairperson: The immediate Past President of the Association shall serve as chairperson.

b. Other Members: The other members shall be two Past Presidents appointed by the President and subject to confirmation by the Governing Council, one member elected by the Regional representatives to the Governing Council and one member elected by the Divisional representatives to the Governing Council.

c. Regional and Divisional Council Members: The Region and Divisional Council members for the following association year are to be elected at the last meeting of the Governing Council from among Governing Council members who will be serving on the Governing Council during the next association year.

d. Term of Office: The term of office for members of the Nominations and Election Committee is one year with the exception of the two Past Presidents who will each serve a two-year rotating term. Members may not serve consecutive terms.

M. Professional Standards Committee

1. Professional Standards Committee Responsibilities: 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.

2. Professional Standards Committee Membership: The Professional Standards Committee shall consist of at least nine members, eight professional members who shall serve three-year terms and one student member who shall serve a one-year term. ACA members who qualify according to ACA policy shall apply to the ACA President-elect to become Committee members. The ACA President-elect shall appoint one student and enough professional members to bring the complement to nine to begin the next July 1 from among those who have applied. The Committee chair shall be chosen by the ACA President-elect from among the current Committee members and shall serve for one year beginning the next July 1.

N. Publications Committee

1. Publications Committee Responsibilities: The Publications Committee shall make recommendations to the Governing Council and the Associate Publisher on such matters as media policy and procedures, for the *Journal of Counseling & Development*, *Counseling Today*, books, and other media developed by the Association.

2. Publications Committee Membership: The Publications Committee shall consist of at least five members, including the chair. The immediate Past President of the Association the chair of the Council of Journal Editors, and the editor of the Journal of Counseling & Development shall serve on this Committee while holding their offices. ACA members who qualify according to ACA policy shall apply to the ACA President-elect to become a Committee member. The ACA President-elect shall appoint a Committee member to a three-year term to begin the next July 1 from among those who have applied. The Committee chair shall be chosen by the ACA President-elect from among the Committee members and shall serve as chair for one year beginning the next July 1.

O. Public Policy and Legislation Committee

1. Public Policy and Legislation Committee Responsibilities: The Public Policy and Legislation Committee shall promote and support public policy and legislation that 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.

2. Public Policy and Legislation Committee Membership: The Public Policy and Legislation Committee shall consist of at least nine members, eight professional members who shall serve three-year terms and one student member who shall serve a one-year term. ACA members who qualify according to ACA policy shall apply to the ACA President-elect to become Committee members. The ACA President-elect shall appoint one student and enough professional members to bring the complement to nine to begin the next July 1 from among those who have applied. The Committee chair shall be chosen by the ACA President-elect from among the current Committee members and shall serve for one year beginning the next July 1.

P. Research and Knowledge Committee

1. Research and Knowledge Committee Responsibilities: The Research and Knowledge Committee shall promote the advancement and dissemination of research and knowledge in counseling.

2. Research and Knowledge Committee Membership: The Research and Knowledge Committee shall consist of at least nine members, eight professional members who shall serve three-year terms and one student member who shall serve a one-year term. ACA members who qualify according to ACA policy shall apply to the ACA President-elect to become Committee members. The ACA President-elect shall appoint one student and enough professional members to bring the complement to nine to begin the next July 1 from among those who have applied. The Committee chair shall be chosen by the ACA President-elect from among the current Committee members and shall serve for one year beginning the next July 1.

**ACA Leadership Handbook**

**Section 16 – ACA Interest Networks**

A. Composition: An ACA Interest Network shall consist of persons who organize on a national basis, in accordance with ACA Bylaws, policies and procedures, to promote a professional interest not otherwise provided for in the ACA Structure.

B. Formation: Members who wish to initiate an ACA Interest Network shall submit a petition for recognition to the ACA Governing Council. Two-thirds of the votes cast by members of the Governing Council who are present at a meeting where there is a quorum shall be necessary to grant recognition to an ACA Interest Network.

1. Petition for Recognition: A letter petitioning ACA for recognition shall include:

a. Name of the Interest Network

b. Purpose(s) of the network

c. Need for the network – demonstrating that the interest network will promote a counseling specialty or practice area not otherwise provided for by Divisions or Organizational Affiliates.

d. 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.

2. 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:

1. Interest Network Membership: In order to establish an ACA Interest Network, the group must have at least 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 CEO upon request for distribution to the members of the Governing Council.

D. Dissolving an Interest Network:

1. Voluntary Withdrawal of an ACA Interest Network

a. When an Interest Network decides to dissolve, the facilitator shall notify the ACA President and the CEO 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.

2. Involuntary Revocation of Recognition of an ACA Interest Network: 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. Two-thirds of the votes cast by members of the Governing Council who are present at a meeting where there is a quorum shall be necessary to revoke the recognition of an ACA Interest Network

a. The ACA President will notify the network facilitator of the impending action.

b. The ACA President will notify the interest network facilitator of the Governing Council action.

**ACA Leadership Handbook**

**Section 17 – Code of Leadership**

A. Service. ACA leaders commit to styles of leadership that reflect and are motivated by a desire to serve. The officer 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. An officer assumes responsibility while foregoing privilege, empowers those seeking to share leadership, and holds oneself accountable for results without seeking control. Such an officer 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.

B. 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.

C. 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.

D. Personal 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 that 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.

E. 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.

F. Accessibility. Officers 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:

1. Officer Information: Officers 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;

2. Officer as a Model: Interaction with present leaders is a primary motivating factor among emerging leaders in the organization;

3. Officer Representation: Access to leaders is a reasonable component of representation.

G. 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.

H. 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:

1. 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.

2. 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.

3. 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.

4. 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.

5 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.

**ACA Leadership Handbook**

**Section 18 – Conflict of Interest Policy**

A. 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.

B. Conflict of Interest

1. Possible Conflict: Governing Council members serve on the Governing 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.

2. 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.

C. Definitions of Personal/Financial Interests

1. 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.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement, or

b. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation or arrangement.

3. Compensation: Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature.

D. 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.

E. Operating as a Tax Exempt Organization

1. 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:

a. Whether compensation arrangements and benefits are reasonable and are the results of arm’s-length bargaining.

b. 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.

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

d. Whether the association is abiding by the “no campaign support” restriction.

2. Use of Outside Experts: In conducting the periodic reviews provided for in Series 1401.4, 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.

3. 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 that accomplish one or more of its tax-exempt purposes.

**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 CEO 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 CEO 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.

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Signature Date

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Association Position