

ACA BYLAWS

ARTICLE I

Name and Mission

Section 1. Name.

The name of the Association shall be the American Counseling Association, herein referred to as the Association, ACA or the American Counseling Association.

Section 2. Mission.

The mission of the American Counseling Association is to advance mental health and well-being through advocacy, community, inclusion and research.

ARTICLE II

Membership

Section 1. Classes of Membership.

- a) Membership with voting rights shall be available only to individuals who are supportive of the ACA mission.
- b) There shall be six classes of voting membership: Professional, Regular, Student, New Professional, New Professional Year 2, and Retired.
- c) Professional members shall include individual 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. Professional members must present proof of academic credentials upon request. An exception to these requirements is as follows: All persons who were members of the Association on June 20, 1992, were declared Professional members of ACA regardless of their educational backgrounds and are eligible to maintain their Professional Membership status as long as their membership is continuous, or unless removed for cause.
- d) Regular members shall include individuals whose interest and activities are consistent with those of the Association, but who are not qualified for Professional membership.
- e) New Professional members shall include individuals who have graduated from a regionally accredited college or university recognized by the Council for Higher Education Accreditation within the past twelve months.
- f) New Professional Year 2 members are individuals who have graduated from a regional accredited college or university recognized by the Council for Higher Education Accreditation within the past twenty-four months.
- g) Student members shall include individuals who are enrolled at least half-time in a regionally accredited college or university recognized by the Council for Higher Education Accreditation.

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- h) Retired members shall include individuals who are former active Professional or Regular members who have been members for five or more consecutive years, who have retired.
 - i) Members must abide by the ACA Code of Ethics.

Section 2. Dues.

- a) Annual Association dues for members shall be established by action of the Board of Directors.
- b) Division or Branch dues shall be established by the Division or Branch.
- c) The Board of Directors may authorize reduced dues or dues waivers for special categories of members in accordance with policies and procedures established by the Board of Directors.

Section 3. Severance of Membership.

- a) A member may be dropped from membership for any conduct that tends to injure ACA or to affect adversely its reputation, or that is contrary to or destructive of its mission according to the ACA Bylaws and the ACA Code of Ethics.
- b) A member shall be dropped from membership for the nonpayment of dues.

ARTICLE III

Meetings and Actions of the Membership

Section 1. Notice of Membership Meetings and Actions.

The Association shall hold national meetings at a time and place fixed by the Board of Directors which shall give written notice thereof to the membership at least one month prior to the time so fixed. The Association may hold other meetings at a time and place fixed by the Board of Directors with one month notice to the membership. Meeting notice may be provided by postal mail or email, with member consent.

Section 2. Manner of Acting and Decision-Making

- a) A majority of the 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. The Chief Executive Officer will arrange any matters that may require a vote by the membership, including the election of members of the ACA Board of Directors or officers. Members may vote by postal mail or electronic ballot.
- b) If so arranged by the President or Chief Executive Officer, voting members may participate in a meeting where members are voting by means of a conference telephone or other telecommunication device that allows all persons participating in the meeting to hear each other and to have their views heard. Such participation in a meeting shall be deemed presence in person at such meeting.
- c) An annual or regular meeting of members can be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.
- d) A quorum shall consist of a majority of the votes cast on a matter by the members present. Proxy voting will not be permitted.

ARTICLE IV

Business Affairs of the Association

Section 1. Severable or Transferable Interest.

No member shall have any servable or transferable interest in the property of the Association.

Section 2. Control and Management.

All property of the Association shall be subject to the control and management of the Board of Directors. Any accumulation or disposal of real property, except upon dissolution of the Association, must be approved in accordance with the DC Nonprofit Corporation Act.

Section 3. Disposal Upon Dissolution.

On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Association, distribute all the assets of the Association to one or more of the following categories of recipients as the Board of Directors of the Association shall determine:

- a) A nonprofit organization or organizations which may have been created to succeed the Association, as long as such organization or each of the organizations shall then qualify as an organization exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code; and/or
- b) A nonprofit organization or organization having similar purposes as the Association and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code.

Section 4. Appropriation of Association Funds.

- a) No appropriations of Association funds shall be made except pursuant to the authority of the Board of Directors.
- b) The Board of Directors shall adopt an annual budget.

Section 5. Association Year.

The fiscal year and the governance year of the Association shall be July 1 – June 30.

Section 6. Reports.

Members of the Board of Directors shall be sent quarterly financial reports showing the financial state of the Association. Members of the Board of Directors shall also be sent the independent auditors' report each year.

Section 7. Limitations of Activities.

ACA is organized and shall be operated exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of ACA shall inure to the benefit of or be distributable to the members of its Board of Directors, officers, members of its committee, other private individuals, or organizations organized and operated for a profit (except that ACA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes as hereinabove stated). No substantial part of the activities of ACA shall

be the carrying on of propaganda or otherwise attempting to influence legislation, and ACA shall be empowered to make the election authorized under section 501(h) of the Internal Revenue Code. ACA shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, ACA shall not carry on any activities not permitted to be carried on:

- a) by an organization exempt from federal income tax under 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) and/or
- b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a) (2) of the Internal Revenue Code.

Section 8. Internal Revenue Code.

Reference herein to sections of the Internal Revenue Code are provisions of the Internal Revenue Code of 1986, as amended, as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.

ARTICLE V

Officers of the Association

Section 1. Officers and Terms of Office.

- a) The officers of the Association shall be the President, the President-Elect, the Immediate Past President, the Treasurer and the Chief Executive Officer.
- b) All officers of the Association, except the Chief Executive Officer, shall serve for one-year terms. The President-Elect shall be elected at large from among the professional members of the Association. They shall be an ACA member in good standing. Succession to President occurs after serving as President-Elect for one year. After serving as President for one year, the President succeeds to Immediate Past President for one year.
- c) The Treasurer-Elect shall be elected at large from among the professional members of the Association. They shall be an ACA member in good standing. The Treasurer-Elect shall serve a one-year term on the Financial Affairs Committee prior to ascension to Treasurer. The Treasurer serves one-year as a voting member on the Board of Directors. After their term as Treasurer on the Board of Directors is complete, the Past Treasurer serves another one-year term on the Financial Affairs Committee.
- d) The Chief Executive Officer is a non-voting member of the Board of Directors, and shall be the Secretary of the Association, who shall perform the duties customary to the office of secretary, and other such additional duties in that capacity as directed by the Board of Directors, shall be appointed by the Board of Directors, and shall serve at its pleasure.

Section 2. Duties of Officers.

- a) The President shall preside at all meetings of ACA and shall be Chairperson of and preside at meetings of the Board of Directors and shall be Chairperson of and preside at meetings of the Executive Committee. The President shall perform the duties customary to that office and other such additional duties as directed by the Board of Directors.

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- b) The President-Elect shall perform the duties of the President in the absence or incapacity of the President as determined by the Board of Directors. The President-Elect shall assume the Presidency of ACA upon the conclusion of the President's term of office or upon the death or resignation of the President. The President-Elect, subject to confirmation by the Board of Directors, shall appoint members of committees for the year of their Presidency, in accordance with and except as otherwise specified in ACA Bylaws and policies and procedures. The President-Elect shall serve as a member of the Financial Affairs Committee and shall assume such additional duties as directed by Board of Directors. If the President-Elect becomes incapacitated, the Board of Directors will appoint an individual to serve the remainder of the term until the next election cycle, when a new President and President-Elect can be elected.
 - c) The Immediate Past President shall serve as Chairperson of the Nominations and Election Committee and shall assume such additional duties as directed by the Board of Directors.
 - d) The Treasurer assures the receipt and expenditures of funds in accordance with the directives established by the Board of Directors and shall be under such bond as may be determined by the Board of Directors. The Treasurer shall perform the duties customary to the office and such additional duties as may be directed by the Board of Directors. The Treasurer shall serve as the chair of the Financial Affairs Committee.
 - e) The Chief Executive Officer shall serve as the executive officer of the Association. The Chief Executive Officer shall perform such duties as may be delegated by the Board of Directors and shall be under bond for such amount as may be determined by the Board. The Chief Executive Officer shall be a non-voting member of the Board of Directors and the Executive Committee and shall not be counted towards a quorum.

Section 3. Nominations and Election of Officers.

- a) The Nominations and Election Committee shall conduct the election of President-Elect and the Treasurer-Elect, in accordance with the policies and procedures, by ballot provided to the voting members of the Association.
- b) Each Division, Organizational Affiliate and Region shall have the right to submit the name of no more than one candidate to the Nominations and Election Committee to be considered for the ballot for President-Elect and Treasurer-Elect.

Section 4. Compensation and Expenses of Officers.

- a) Directors of the Association shall not receive any compensation for their services to the Association, with the exception that the Board of Directors can approve compensation for the President, President-Elect, Immediate Past President and Treasurer. Such compensation from the ACA funds may be fixed from time to time by the Board of Directors.
- b) The Chief Executive Officer shall be paid such compensation from the funds of ACA as may be fixed from time to time by the Board of Directors. The necessary expenses of the Chief Executive Officer shall be paid from the funds of ACA under the policies and procedures established for such payments.

Section 5. Removal of Officers

Any elected Officer may be removed from office, with or without cause, upon a vote of a majority of the members of the Board of Directors then in office to remove them from their position, whenever the Board members' judge it to be in the best interest of the Association, provided that all members of the Board of Directors have at least ten days' notice of the proposed removal and the Officer at issue has an opportunity to personally address the Board of Directors prior to the removal vote.

ARTICLE VI

Board of Directors

Section 1. Composition.

- a) The Board of Directors shall be composed as follows:
 - 1) The Officers of the Association, including the Chief Executive Officer as an ex-officio, non-voting member.
 - 2) Eleven (11) directors at large elected by voting members of the Association.
- b) The term of office for each member of the Board of Directors shall be three years and until a successor is elected and installed. A member of the Board of Directors may have the option of running for re-election to a second three-year term immediately after the first. The re-election would follow all election procedures according to the policies and procedures, by ballot provided to the voting members of the Association.

Section 2. Nominations and Election of Members of the Board of Directors.

The Nominations and Election Committee shall conduct the election of members at large, according to the policies and procedures, by ballot provided to the voting members of the Association.

Section 3. Powers and Functions of the Board of Directors.

The Board of Directors shall:

- a) establish the strategic plan of the Association.
- b) establish broad, long-term professional directions for the Association.
- c) establish governance policies to guide the affairs of the Association.
- d) grant and revoke Division, Branch, Corporate Affiliate and Organizational Affiliate charters.
- e) act on the reports of Divisions, Regions, Organizational Affiliates, Branches, Standing Committees and such Special Committees and Task Forces.
- f) adopt and amend Bylaws.
- g) 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.

Section 4. Meetings of the Board of Directors.

- a) The Board of Directors shall meet at least three times per year. A meeting will be held immediately prior to or following the annual conference
- b) The President of the Association shall preside at meetings of the Board of Directors and, in the President's absence, the President-Elect shall preside.
- c) A majority of the voting members of the Board of Directors shall constitute a quorum. A quorum is defined as a majority (50% plus 1) of the voting members of the Board of Directors.
- d) At the first meeting of the new fiscal year, or at any other time when so requested in writing, the Officers of ACA, the Chief Executive Officer of ACA, each Advisory and Board Committee and/or Task Force, the ACA Advisory Council, and each Division, Organization Affiliate and Region, as specified in these Bylaws, shall make a written report to the ACA President who shall distribute the report to the Board of Directors.

Section 5. Executive Committee.

- a) The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Treasurer and Chief Executive Officer. There will be one additional member to be selected by the Board of Directors from among Board members who shall serve a one-year term.
- b) The Executive Committee shall act for the Board of Directors within policies that may be established by the Board. The Executive Committee shall function primarily to address those issues which are necessary for the efficient operations of ACA where the time requirements necessitate immediate action. All actions and activities of the Executive Committee shall be communicated to the Board of Directors via meeting minutes which are distributed within ten working days of an Executive Committee meeting. The Executive Committee shall meet twice per year in addition to the Board of Directors meetings. Other meetings may be called on an as-needed basis which is determined by the President.
- c) The Executive Committee shall be responsible for conducting the evaluation of the Chief Executive Officer on an annual basis, for the negotiation renewal of their contract, and for determining the recommended salary for the Chief Executive Officer which will be included in the annual budget of the Association.

Section 6. Manner of Acting and Decision-Making

- a) 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.
- b) Any action required by law to be taken at a meeting, may be taken without a meeting if 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.
- c) Any one or more members of the Board of Directors or a committee may participate in a meeting of the Board of Directors 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.

Section 7. Removal of Board of Directors Members

Any elected member of the Board of Directors may be removed from office, with or without cause, upon a vote of a majority of the membership when a quorum is present to remove them from the position. The Board of Directors can only remove a Board member based on specific conditions as stated in DC Code 29-406.08.

ARTICLE VII

Advisory Council

Section 1. Composition

- a) The Advisory Council shall be composed as follows:
 - 1) One representative from each Division and Region who is a member in good standing of both ACA and the respective Division or Region, as a voting member of the Advisory Council.
 - 2) An ACA Student member who is in good standing in a professional counseling program accredited by a recognized programmatic accrediting organization, as a voting member of the Advisory Council.

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- 3) One representative from each Organizational Affiliate who is a member in good standing of both ACA and the respective Organizational Affiliate, as an ex-officio, non-voting member of the Advisory Council.
 - 4) The ACA President and CEO are non-voting, ex-officio members of the Advisory Council.

b) The Advisory Council will elect a chair from within the Advisory Council.

Section 2. Nominations and Elections of Advisory Council Members and Terms

- a) Nominations and the election of division and region representatives will be conducted by the division or region based on its nomination and election processes.
- b) The student representative will be elected by the ACA student membership.
- c) Each representative will serve a 3-year term and will be eligible for election to one additional consecutive term for a total of 6 years. The Student Representative will serve a 2-year non-renewable term.

Section 3. Purpose of the Advisory Council

- a) Advises and counsels the Board of Directors on major initiatives and matters of strategic importance to the ACA.
- b) Maintains lines of communication between members and the Board of Directors and assists in the communication of strategic initiatives to membership.

Section 4. Reports

The Advisory Council shall transmit an annual written report to the ACA President and Chief Executive Officer who shall distribute the report to the Board of Directors.

ARTICLE VIII

Committees

Section 1. Board Committees and Advisory Committees.

Board Committees are defined as those committees that do the work of the Board of Directors. Appointments to these committees will be from among the Board of Directors when not specifically assigned by the nature of an Officer or Board members' position.

The Board of Directors may appoint such advisory committees as it deems appropriate in carrying out the mission of the organization and in accordance with policies and procedures adopted by the Board of Directors. The resolution establishing such advisory committees shall state the purpose, composition and authority of each committee.

Advisory committee members and chairs are appointed by the President-Elect subject to approval by the Board of Directors, except those Board committees specified in these Bylaws. The advisory committees of ACA shall be those committees recommended to and approved by the Board of Directors. The Board of Directors can approve special committees which must be approved annually for a specific time limit, an assigned task or temporary purpose. All committees shall be listed in the ACA Policies and Procedures Manual along with operational guidelines, oversight, purpose, lifespan and procedures for review.

Section 2. Elimination of Advisory Committees.

Advisory Committees shall be reviewed every five years and shall renew and continue automatically unless eliminated by the vote of the Board of Directors during a review.

ARTICLE IX

National Divisions of the Association

Section 1. Organization of National Divisions.

- a) The Association shall include National Divisions representing specialized areas of interest in professional counseling.
- b) A new National Division shall qualify for full National Division status and a voting member on the Advisory Council. Initially, a group moving toward National Divisional status shall be designated as an Organizational Affiliate until such time as it qualifies for National Division status.
- c) An existing National Division will retain its full National Division status and its position as a member of the Advisory Council, provided it meets the requirements as documented in the policies and procedures. The calculation of members of existing National Divisions shall be a monthly average of qualifying members (joint members of ACA and the National Division) for the preceding fiscal year. If an existing National Division falls below the minimum, the Division has a period of one year to return to that minimum before such National Division shall lose its full National Division status and seat on the Advisory Council
- d) National Divisions must be separately incorporated.

Section 2. Formation of National Divisions.

- a) The Board of Directors shall have the power to grant charters to National Divisions in accordance with policies and procedures established by the Board of Directors relative to the formation of new National Divisions. Two-thirds of the votes cast by members of the Board of Directors who are present at a meeting where there is a quorum shall be necessary to grant a charter to a new National Division.
- b) Prior to its chartering as a National Division and continuously thereafter, an organization shall demonstrate the following to the satisfaction of the Board of Directors:
 - 1) It is organized in accordance with the Articles of Incorporation and the Bylaws of ACA.
 - 2) It is identified in as “A Division of the American Counseling Association.”
 - 3) Its statement of purpose or mission is in accordance with that of ACA.
 - 4) It requires each of the National Division officers, governing board members, and it’s National Division representative to the Advisory Council to be members in good standing of ACA.
- c) The Division must maintain its viability as a National Division, evidenced by demonstrating financial solvency; holding elections for officers on a regular basis; providing all promised member services on a timely basis; and providing required reports to ACA. Compliance will be reviewed by the Board of Directors on a regular basis.

Section 3. Autonomy of National Divisions.

- a) A National Division of ACA shall be free to conduct its own affairs, with its own Articles of Incorporation, Bylaws, Policies and Procedures, Federal Employer Identification Number (FEIN) and tax-exempt status and shall do so in compliance with the Bylaws of ACA. The Board of Directors shall establish such policies and procedures for National Division operation necessary to ensure responsible fiscal operations.
- b) A National Division of the Association may adopt its own name, subject to the approval of the ACA Board of Directors and its official designation as “A Division of the American Counseling Association.”

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- c) A Division of the Association may set its own membership classes and criteria in accordance with these Bylaws and ACA's policies and procedures.
 - d) 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 Board of Directors, prior to each Annual Conference meeting, financial and other information as described in the policies and procedures established by the Board of Directors.

Section 4. Filing of Budget, Audit, or Annual Review by Independent Accounting Firm, and Bylaws.

Annually, each National Division shall file with ACA: current Bylaws, a proposed annual budget and an audit or annual review conducted by an independent accounting firm. National Divisions who participate in ACA's bundled Managed Services Agreement will have their financials reviewed on an annual basis, as part of ACA's external audit.

Section 5. 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 and Chief Executive Officer no later than six weeks prior to the Board of Directors meeting at which the change may be considered. Staff will review the written proposed amendments which will be transmitted to the Board of Directors with or without a recommendation regarding each proposed change at least two weeks before the next regularly scheduled meeting of the Board of Directors. No such proposed amendment can take effect until approved by the ACA Board of Directors.

Section 6. Reports.

Each Division shall transmit to the ACA President and the Chief Executive Officer the names of its directors and officers promptly following their election or appointment. Each Division shall transmit an annual written report to the ACA President and Chief Executive Officer who shall distribute the report to the Board of Directors.

Section 7. Involuntary Revocation of a Charter.

The Board of Directors shall have the power to revoke the charter of a National Division when it is deemed in the best interest of ACA to do so.

- a) 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 two-thirds of the Board of Directors members present and voting, and 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.
- b) Two-thirds of the votes cast by the members of the Board of Directors who are present at a meeting where there is a quorum shall be necessary to revoke the charter of a National Division

Section 8. 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 and policies and procedures adopted by the Board of Directors.

ARTICLE X

Affiliates and Other Groups

Section 1. Organizational Affiliates.

- a) The Association may include one or more Organizational Affiliates which are not qualified to become or remain a Division of the Association. Organizational Affiliates must be separately incorporated.
- b) The purposes and activities of an Organizational Affiliate shall be in compliance with the ACA Articles of Incorporation, Bylaws policies and procedures.
- c) The Board of Directors shall have the power to grant or revoke Organizational Affiliate status pursuant to ACA Bylaws policies and procedures adopted for that purpose and agreement of the Organizational Affiliate to comply with ACA Bylaws, policies and procedures in the future. Two-thirds of the votes cast by the members of the Board of Directors who are present at a meeting where there is a quorum shall be necessary to grant or revoke the charter of an Organizational Affiliate. The Board of Directors shall establish such policies and procedures for Organizational Affiliate operation necessary to ensure responsible fiscal operation.
- d) An Organizational Affiliate shall be free to conduct its affairs and shall do so in compliance with the ACA Articles of Incorporation and Bylaws and ACA policies and procedures for Organizational Affiliates. All members, directors, and officers of an Organizational Affiliate must be members of ACA.
- e) An Organizational Affiliate may set its own membership classes and criteria in accordance with ACA Bylaws, policies, and procedures.
- f) An Organizational Affiliate that is in compliance with the ACA Articles of Incorporation, Bylaws and policies and procedures is entitled to non-voting participation in the ACA Advisory Council meetings. It may adopt its own name, and it must be identified as "An Organizational Affiliate of the American Counseling Association."
- g) During the first five years of its operation, an Organizational Affiliate shall have provisional status as an Organizational Affiliate and during such period shall submit to the ACA Board of Directors, prior to each Annual Conference meeting, financial and other information as described in the policies and procedures established by the Board.
- h) Each Organizational Affiliate shall file a proposed annual budget and annual review of the financial reports with ACA. Each Organizational Affiliate shall file current Bylaws annually with ACA.
- i) Proposed amendments to the Articles of Incorporation or the Bylaws of any Organizational Affiliate shall be reported in writing to the ACA President and Chief Executive Officer no later than six weeks prior to the Board of Directors meeting at which the change may be considered. Staff will review the written proposed amendments and will transmit to the Board of Directors with or without a recommendation regarding each proposed change at least two weeks before the next regularly scheduled meeting of the Board of Directors. Any such proposed amendment cannot take effect until approved by the ACA Board.
- j) Each Organizational Affiliate shall transmit to the ACA President and Chief Executive Officer the names of its directors and officers promptly following their election or appointment. Each Organizational Affiliate shall transmit an annual written report to the ACA President and the Chief Executive Officer who shall distribute the report to the Board of Directors.

Section 2. Corporate Affiliates.

- a) The Association may include one or more Corporate Affiliates duly incorporated under the laws of a State or the District of Columbia, which are not qualified to become a Division or Branch of the Association.
- b) The purposes and activities of a Corporate Affiliate shall be in accordance with, and supportive of, the Bylaws of the Association.
- c) The Board of Directors shall have the power to grant and revoke charters for Corporate Affiliates pursuant to ACA policies and procedures adopted by the Board of Directors.
- d) A Corporate Affiliate shall be free to conduct its affairs and shall do so in compliance with ACA Bylaws. No Corporate Affiliate shall be competitive with ACA, its Divisions or its Branches for individual memberships, or otherwise, during the time it is a Corporate Affiliate.
- e) A Corporate Affiliate may adopt its own name but shall identify itself as "A Corporate Affiliate of the American Counseling Association." A Corporate Affiliate may adopt its own name but it shall identify itself as "A Corporate Affiliate of the American Counseling Association."

Section 3. Other Groups.

The Board of Directors shall have the power to grant and revoke charters of affiliated groups of ACA members residing outside the United States in accordance with ACA policies and procedures established by the Board of Directors. Two-thirds of the votes cast by the members of the Board of Directors who are present at a meeting where there is a quorum shall be necessary to grant or revoke a charter.

Section 4. ACA Interest Network.

- a) ACA may approve one or more Interest Networks.
- b) An ACA Interest Network shall consist of persons who organize, in accordance with ACA Bylaws, policies and procedures, to promote a professional interest not otherwise provided for in the ACA structure.
- c) Members who wish to initiate an ACA Interest Network shall submit a petition for recognition to the ACA Board of Directors. Two-thirds of the votes cast by members of the Board of Directors who are present at a meeting shall be necessary to grant recognition to an ACA Interest Network.

Section 5. Involuntary Revocation of Recognition of an ACA Interest Network.

- a) The Board of Directors shall have the sole power to revoke recognition of an ACA Interest Network when it is in the best interest of ACA to do so.
- b) Revocation of recognition shall be in accordance with ACA Bylaws, policies and procedures.
- c) Two-thirds of the votes cast by members of the Board of Directors who are present at a meeting shall be necessary to revoke the recognition of an ACA Interest Network.

Section 6. Voluntary Withdrawal of an ACA Interest Network.

A group's status as an ACA Interest Network may be voluntarily withdrawn only in compliance with policies and procedures adopted by the Board of Directors.

ARTICLE XI

Regions of the Association

Section 1. Composition.

- a) Geographical Regions of the Association shall be established by the Board of Directors.
- b) Region meetings shall be held annually to conduct the business of the Region and to elect its officers.

Section 2. Function.

- a) Region officers shall be responsible for leadership training, professional development and continuing education of Branch members consistent with the strategic plan adopted by ACA.
- b) Coordinating an annual leadership workshop in which the region annual conference is to be held shall be the responsibility of the principal elected officer of the Region.
- c) Region officers shall be responsible for the coordination and implementation of strategic planning concepts with the Region.

Section 3. Reports.

Each Region shall transmit to the ACA President and Chief Executive Officer the names of its directors and officers promptly following their election and appointment. Each Region shall transmit an annual written report to the ACA President and Chief Executive Officer who shall distribute the report to the Board of Directors.

Article XII

Branches of the Association

Section 1. Organization of Branches.

- a) The Association shall include one or more Branches, each of which shall consist of at least fifty members in good standing in the Association, each of whom are affiliated with such geographic subdivision. For the purposes of these Bylaws, the Board of Directors can grant charters to one branch in each of the 50 states, and the District of Columbia, the Commonwealth of Puerto Rico, U.S. Territories, Foreign Countries, and such other geopolitical subdivisions.
- b) No Branch shall be organized or operated except in accordance with the Articles of Incorporation and Bylaws of ACA.
- c) The purposes of a Branch shall be in accordance with those of ACA.

Section 2. Formation of Branches.

The Board of Directors 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, or U.S. Virgin Islands. Two-thirds of the votes cast by members of the Board of Directors who are present at a meeting shall be necessary to grant a charter to a new Branch.

Section 3. Autonomy of Branches.

- a) 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 Board of Directors shall

establish such policies and procedures for Branch operations necessary to ensure responsible fiscal operations.

- b) All elected officers and the Executive Committee of a Branch shall be members of ACA.
- c) A Branch may adopt its own name but shall identify itself as “A Branch of the American Counseling Association.”

Section 4. Branch Divisions, Chapters, and Interest Sections.

- a) A Branch Division may 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.
- b) All officers of a Branch Division shall be members in good standing of ACA, the Branch, and the corresponding National Division.
- c) A Branch Chapter shall consist of persons who organize on the basis of a local geographic unit within the Branch in accordance with the Bylaws and policies of the Branch.
- d) A Branch Interest Section shall consist of persons who organize on either a Branch or local basis in accordance with the Bylaws and policies of the Branch to promote a professional interest not otherwise provided for in the Divisional structure.
- e) 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 Board of Directors.

Section 5. Proposed Amendments to Basic Documents.

Proposed amendments to the Articles of Incorporation or the Bylaws of any Branch shall be reported in writing to the ACA President and Chief Executive Officer no later than six weeks prior to the Board of Directors meeting at which the change may be considered. Staff will review the written proposed amendments and transmit to the Board of Directors such proposed amendments with or without recommendation regarding each proposed change at least two weeks before the next regularly scheduled meeting of the Board. Any such proposed amendments cannot take effect until approved by the ACA Board of Directors.

Section 6. Reports.

Each Branch shall transmit to the ACA President and the Chief Executive Officer 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 and the Chief Executive Officer who shall distribute the report to the Board of Directors.

Section 7. Involuntary Revocation of a Charter.

The Board of Directors shall have the power to revoke the charter of a Branch when it is deemed in the best interest of ACA to do so.

- a) 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 a majority of the members of the Board of Directors 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.
- b) Two-thirds of the votes cast by the members of the Board of Directors who are present at a meeting shall be necessary to revoke the charter of a Branch.

Section 8. Voluntary Withdrawal 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 Board of Directors.

ARTICLE XIII

Indemnification

Section 1. Provision.

ACA shall indemnify each member of its Board of Directors, as described in Article X, and each of its officers, as described in Article IX, for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

Section 2. Implementation.

ACA shall indemnify each of the members and officers of the Board of Directors, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceedings, or any appeal therein, imposed upon or asserted against them by reason of being or having been such a member or officer of the Board of Directors and acting within the scope of their official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided that they acted in good faith or for the purpose which they reasonably believed to be in the best interest of ACA and, in the case of criminal action or proceedings, in addition had no reasonable cause to believe that their conduct was unlawful. This indemnification shall be made only if ACA shall be advised by its Board of Directors acting (1) by quorum consisting of members of the Board of Directors who are not parties to such action or proceedings upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that the member or officer of the Board of Directors has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.

Section 3. Inclusion.

Every reference herein to a member or officer of the Board of Directors of ACA shall include every member and officer of the Board of Directors or former member and officer of the Board of Directors thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which any member or officer of the Board of Directors of ACA might otherwise be entitled and the provision hereby shall neither impair nor adversely affect such rights.

ARTICLE XIV

Nondiscrimination

Section 1. Nondiscrimination

There shall be no discrimination against any individual on the basis of race, color, religion, national origin, sex, age, disability, genetic information, sexual orientation, gender identity and expression, marital and familial status, military or veteran status, socioeconomic status, citizenship or immigration status, political affiliation, or being a victim of domestic violence, stalking, or sexual assault.

ARTICLE XV

Bylaws and Articles of Incorporation

Section 1. Amendments to Bylaws.

These Bylaws may be amended by a two-thirds majority of the members of the Board of Directors voting at a meeting where a quorum is present.

- a) Proposed amendments may originate only from the Board of Directors or be presented to the Board of Directors by the Advisory Council, a National Division, a Branch, a Region, an ACA Board or Advisory Committee (provided that the submitting entity is in compliance) or by an individual member, provided that in the case of an individual member the proposed amendment shall be presented over the signatures of at least fifty members in good standing.
- b) All such proposed amendments must be submitted in writing to the Governance and Board Operations Committee no later than four weeks prior to the meeting of the Board of Directors at which the change may be considered.
- c) The Governance and Board Operations Committee will transmit to the Board of Directors such proposed amendments with or without recommendation regarding each proposed change at least two weeks before the next regularly scheduled meeting of the Board.

Section 2. Policies and Procedures.

The Board of Directors shall establish policies and procedures.

Section 3. Amendments to Articles of Incorporation.

- a) The ACA Articles of Incorporation may be amended by having a majority of the Board of Directors present at a meeting where there is a quorum adopt a resolution setting forth the proposed amendment and direct that the amendment be submitted to a vote at a meeting of the members.
- b) Written or printed notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member entitled to vote at such meetings within 10-50 days of such meeting. If the meeting be an annual meeting, the proposed amendment or such summary shall be included in the notice of such annual meeting. To be adopted, the amendment must be approved by two-thirds of the votes entitled to be cast by those voting members present or represented by proxy at an annual or special meeting of the membership, including by the procedures set forth herein at Article III, Section 2.

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- c) Upon the issuance of the certificate of amendment by the Mayor of the District of Columbia, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly.

ARTICLE XVI

Rules of Order

Section 1. Parliamentary Authority.

The ACA uses a modified version of Robert's Rules of Order, Newly Revised, (edited by Henry M. Robert III and William J. Evans, and published by Perseus-HarperCollins) to govern the proceedings of all bodies of the Association except where otherwise specified by these Bylaws.

Revised and approved June 17, 2025

Proviso - The Amended Bylaws will be effective July 1, 2025, with the goal of full implementation to occur by June 30, 2026, pursuant to a transition plan that will be developed during the transition period. The Governing Council will serve as the governing body of ACA until such time as the new Board of Directors is seated on July 1, 2026.