



AMERICAN COUNSELING
ASSOCIATION

ACA BYLAWS

Effective March 11, 2015

ARTICLE I

Name and Mission

Section 1. Name.

The name of the Association shall be the American Counselors 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 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.

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 of 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, 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.
- 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 Governing Council.
- b) Division or Branch dues shall be established by the Division or Branch.
- c) The Governing Council may authorize reduced dues or dues waivers for special categories of members in accordance with policies and procedures established by the Governing Council.

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 Governing Council which shall give written notice thereof to the membership no less than six months prior to the time so fixed. The Association may hold other meetings at a time and place fixed by the Governing Council which shall give reasonable notice to the membership. Meeting notice may be provided by postal mail or email.

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. If so arranged by the President or Chief Executive Officer with respect to any matters that may be voted on by voting members, including the election of the Governing Board or officers, such 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) If and when the law is amended to so permit, this Bylaw shall empower the voting members to conduct and participate in meetings by electronic communications in which words are transmitted to all participants.
- d) Those voting members who have at least one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum.

ARTICLE IV

National Divisions of the Association

Section 1. Organization of National Divisions.

- a) The Association shall include Divisions representing specialized areas of interest in human development, guidance, counseling, or personnel work.
- b) 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.

- c) 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% 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 falls 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.
- d) Divisions may be separately incorporated.

Section 2. Formation of National Divisions.

- a) The Governing Council shall 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.
- b) Prior to its chartering as a National Division and continuous thereafter, an organization shall demonstrate the following to the satisfaction of the Governing Council:
 - 1) It is organized in accordance with the Articles of Incorporation and the Bylaws of ACA.
 - 2) It is identified in all documents and written materials 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 its officers and Division governance members to be a member in good standing of ACA.
- c) 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 and Policies Committee.

Section 3. Autonomy of National Divisions.

- a) 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 responsible fiscal operation.
- b) A Division of the Association may adopt its own name, subject to the approval of the Governing Council.
- c) A Division of the Association may set its own membership classes and criteria in accordance with ACA Bylaws, 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 Governing Council, prior to each Annual Conference meeting, financial and other information as described in the policies and procedures established by the Governing Council.

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

Annually, each National Division shall file with ACA: Current By-Laws, a proposed annual budget, and an audit. National Divisions who participate in ACA’s bundled Managed Services Agreement may substitute an annual review conducted by an independent accounting firm instead of an 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 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 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.

Section 6. Reports.

Each Division shall transmit to the ACA President 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 who shall distribute the report to the Governing Council.

Section 7. Involuntary Revocation of a Charter.

The Governing Council 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 a majority of the Governing Council 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 Governing Council who are present at a meeting where there is a quorum shall be necessary to revoke the charter of a National Division.
- c) 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.

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, policies and procedures adopted by the Governing Council.

ARTICLE V

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. An Organizational Affiliate shall initially consist of at least two hundred ACA members. Organizational Affiliates may 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 Governing Council 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 Governing Council 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 Governing Council 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 but shall do 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, policies, and procedures is entitled to ex officio, non-voting participation in the ACA Governing Council meetings. It may adopt its own name, but it must be identified in all documents and other materials as “An Organizational Affiliated 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 Governing Council, prior to each Annual Conference meeting, financial and other information as described in the policies and procedures established by the Governing Council.
- h) Each Organizational Affiliate shall file a proposed annual budget and annual audit with ACA. Each Organizational Affiliate shall file current Bylaws annually with ACA.
- i) Proposed amendments to the Articles of Incorporation of 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 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 a 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.
- j) Each Organizational Affiliate shall transmit to the ACA President 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 who shall distribute the report to the Governing Council.

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 accord with, and supportive of, the Bylaws of the Association.
- c) The Governing Council shall have the power to grant and revoke charters for Corporate Affiliate pursuant to ACA policies and procedures adopted by the Governing Council.
- d) A Corporate Affiliate shall be free to conduct its affairs but 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 Affiliates may adopt its own name but in Articles of Incorporation, Bylaws, proposed letterhead, and similar written materials shall identify itself as “A Corporate Affiliate of the American Counseling Association.”

Section 3. Other Groups.

The Governing Council 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 Governing Council. Two-thirds of the votes cast by the members of Governing Council 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 include one or more Interest Networks.
- b) 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.
- c) 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.

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

The Governing Council 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.

- a) Revocation of recognition shall be in accordance with ACA Bylaws, policies and procedures.
- b) 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.

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 ACA Bylaws, policies and procedures adopted by the Governing Council.

ARTICLE VI

Regions of the Association

Section 1. Composition.

- a) Geographical Regions of the Association shall be established by the Governing Council.
- 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 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 who shall distribute the report to the Governing Council.

Article VII

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 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 the Governing Council, shall be considered to be Branches.
- b) No Branch shall be organization or operated except in accordance with the Article 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 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.

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 Governing Council shall establish such policies and procedures for Branch operations necessary to ensure responsible fiscal operations.
- b) A Branch shall include on its Governing Body a representative from each chartered ACA Division in the Branch.
- c) All elected officers of a Branch shall be members of ACA.
- d) A Branch may adopt its own name, but in all instances shall identify itself as “A Branch of the American Counseling Association.”

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

- a) 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.
- 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 organized 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 Governing Council.

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 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.

Section 6. 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.

Section 7. 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.

- 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 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.
- b) 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.

Section 8. 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.

ARTICLE VIII

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 Governing Council. Any accumulation or disposal of real property, except upon dissolution of the Association, must be approved in advance by the Governing Council.

Section 3. Disposal Upon Dissolution.

On dissolution or final liquidation, the Governing Council 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 Governing Council 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(a) of the Internal Revenue Code as an organization described in sections 170(c)(2) and 501(c)(3) of such 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(a) of the Internal Revenue Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

Section 4. Appropriation of Association Funds.

- a) No appropriations of Association funds shall be made except pursuant to the authority of the Governing Council.
- b) The Governing Council 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 Governing Council shall be sent quarterly income and expense reports from the Chief Executive Officer showing the financial state of the Association. Members of the Governing Council shall also be sent the auditors' report each year.

Section 7. Limitations of Activities.

ACA is organized and shall be operated exclusively for charitable and educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) 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 Governing Council, 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) of such Code, 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 to 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 IX

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 and Treasurer, shall be elected at large from among the professional members of the Association and shall serve for one year terms and their successors are elected, and shall be ACA members in good standing.
- c) The Treasurer shall be appointed by the Governing Council upon recommendation of the President-Elect for the year of the Presidency, and shall be serving the second year of a three-year term on the Financial Affairs Committee.
- d) The Chief Executive Officer shall be the Secretary of the Association, shall perform the duties customary to the office of secretary and such additional duties in that capacity as directed by the Governing Council, shall be appointed by the Governing Council, and shall serve at its pleasure.
- e) The term of office of any elected officer of ACA, any Division, any Organizational Affiliate, or any Region, shall begin on July 1, and shall be for a period of one year and until a successor takes office.

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 Governing Council and shall be Chairperson of and preside at meetings of the Executive Committee. The President shall be an ex officio member without vote on all committees with the exception of the Nominations and Election Committee. The President shall delegate tasks to the Chief Executive Officer of ACA as directed by the Governing Council. The President shall perform the duties customary to that office and such additional duties as directed by the Governing Council.
- b) The President-Elect shall perform the duties of the President in the absence or incapacity of the President as determined by the Governing Council. The President-Elect shall assume the Presidency of ACA upon the death or resignation of the President. The President-Elect, subject to confirmation by the Governing Council, shall appoint members of committees and the Parliamentarian and the Treasurer for the year of the Presidency, in accordance with and except as otherwise specified in ACA Bylaws, 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 the Governing Council. If the President-Elect becomes incapacitated, the term is to be completed by the candidate with the next highest vote on the same slate of candidates.
- c) The immediate Past President shall serve Chairperson of the Nominations and Election Committee, shall serve as a member of the Publication Committee, and shall assume such additional duties as directed by the Governing Council.
- d) The Treasurer shall represent the Association in assuring the receipt and expenditures of funds in

accordance with the directives established by the Governing Council, and shall be under such bond as may be determined by the Governing Council. The Treasurer shall perform the duties customary to the office and such additional duties as may be directed by the Governing Council.

- 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 Governing Council and shall be under bond for such amount as may be determined by the Governing Council.

Section 3. Nominations and Election of Officers.

- a) The Nominations and Election Committee shall conduct the election of officers, according to the Policies and Procedures Manual, by ballot provided to the voting members of the Association via mail and Internet.
- b) 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.

Section 4. Compensation and Expenses of Officers.

- a) None of the elected officers of the Association shall receive any compensation for their services as such to the Association, with the exception that the Governing Council can approved compensation for the President, President-Elect and Past President.
- b) The Treasurer may be paid such compensation from the funds of ACA as may be fixed from time to time by the Governing Council.
- c) The Chief Executive Officer shall be paid such compensation from the funds of ACA as may be fixed from time to time by the Governing Council. 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 Governing Council members then in office to remove him or her from the Officer position, whenever the Governing Council members' judgment the best interest of the Association would be served thereby, provided that all the Governing Council members have at least ten days' notice of the proposed removal and the Officer at issue has an opportunity personally to address the Governing Council prior to the removal vote. Any offer appointed by the President may be removed with or without cause by the President.

ARTICLE X

Governing Council

Section 1. Composition.

- a) The Governing Council shall be composed as follows:
 - 1) The Officers of the Association.
 - 2) 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.
 - 3) A Student ACA member who is in good standing in a counseling program that is regionally accredited shall be elected by the ACA membership as a voting member of the Governing Council into a two-year, non-renewable term. Only Student Members of ACA can vote for the Position. Such Representative must remain be in good standing with ACA and either remain in good standing with their program or successfully complete their studies in order to retain their eligibility to serve as the ACA Student Representative. Each Region and Division may nominate a Student Representative to Governing

- Council and the election will be for an At-Large Position to Governing Council.
- 4) The Treasurer and Chief Executive Officer shall serve as ex officio members without vote.
 - 5) Other ACA members in good standing appointed by the President and approved by the Governing Council to serve as non-voting members of Governing Council.
- b) The term of office for each member of the Governing Council shall be three years and until a successor is elected and installed. 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 except that:
- 1) Individuals elected or appointed as officers of the Association as specified in Article IX and serving under (a)(1) above, shall be exempt from this requirement.
 - 2) Individuals elected as Region or Division representative, who are ineligible under this provision, but required by Division or ACA policy to serve, may be exempted from this provision to serve one additional year, or part thereof, by action of the Governing Council.
 - 3) Individuals elected as Region or Division representatives, who are ineligible under this provision, but are believed to be needed for rotational or continuity reasons, may be exempted from this provision to serve one additional year, or part thereof, by action of the Governing Council,
- c) No member of the Association may concurrently represent more than one Division or Region.
- d) Every third year, each Region and Division shall submit to the Nominations and Election Committee, the names of not more than two candidates to be placed on the ballot to serve as the Governing Council representative for that Region or Division. Candidates shall be ACA members in good standing, and selected in accordance with the procedures of eligibility established by that entity.
- 1) Region candidates must have been Branch Presidents in the Region.

Section 2. Powers and Functions of the Governing Council.

The Governing Council shall:

- a) establish policies to govern the affairs of the Association.
- b) formulate operational policies appropriate for executive action and direct the execution thereof.
- c) grant and revoke Division, Branch, Corporate Affiliate, and Organizational Affiliate charters.
- d) act on the reports of Divisions, Regions, Organizational Affiliates, Branches, Standing Committees, and such Special Committees and Task Forces.
- e) adopt and amend Bylaws.
- f) 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.
- g) establish the strategic plan of the Association.
- h) establish broad, long-term professional directions for the Association.
- i) ensure that candidates for President Elect of the Association meet the criteria as specified by the Policies and Procedures Manual and are approved as candidates for President Elect of the Association.

Section 3. Meetings of the Governing Council.

- a) The Governing Council shall meet at least once per year. A meeting will be held immediately prior to or following the annual conference. Expenses incurred in participation in Governing Council meetings will be paid by ACA in accordance with ACA policies and procedures.

- b) The President of the Association shall preside at meetings of the Governing Council and, in the President's absence, the President-Elect shall preside.
- c) A majority of the voting members of the Governing Council shall constitute a quorum.
- d) At each national meeting, and at any other time when so requested in writing, each Division, Organization Affiliate, Region, officer of ACA, the Chief Executive Officer of ACA and each Standing and Special Committee and Task Force as specified in the Bylaws of ACA shall make a written report to the ACA President who shall distribute the report to the Governing Council.

Section 4. Executive Committee.

- a) The Executive Committee shall consist of the President, President-Elect, immediate Past President, Treasurer, Chief Executive Officer, two Governing Council members representing Divisions, one Governing Council member representing Regions, and one Member-at-Large to represent underrepresented groups in ACA. The Treasurer and Chief Executive Officer shall serve ex officio, without vote. 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.
- b) The Executive Committee shall act for the Governing Council within policies as may be established by the Governing Council. 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 Governing Council minutes which are distributed within ten working days of an Executive Committee meeting. The actions taken by the Executive Committee must be submitted for ratification by the Governing Council at the next Governing Council meeting. Any subsequent decision by the Governing Council that is contrary to an action taken by the Executive Committee shall (to the extent permitted by law) be given only prospective effect.
- c) The Executive Committee shall meet twice per year in addition to the Governing Council meetings. Other meetings may be called in an emergency which is determined by the President or the Governing Council.
- d) The Executive Committee shall be responsible for conducting the evaluation of the Chief Executive Officer on an annual basis, for negotiation renewal of his/her contract, and for determining the recommended salary for the Chief Executive Officer which will be included in the annual budget of the Association.

Section 5. 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 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.
- c) 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.

- d) 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.

Section 6. 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 position, 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 ten days' notice of the proposed removal and the Governing Council Member at issue has an opportunity personally to address the Council prior to the removal vote. Governing Council members appointed by the President, if any, may be removed by the President.

ARTICLE XI

Publications

Section 1. Publications Policy.

The Governing Council, acting on the recommendations of the Publications Committee, shall determine and direct the basic publications policy and program of the Association, and shall have the authority to hire, discharge, and fix the compensation of the persons serving as editors of the publications and other media of the Association.

Section 2. Official Journal.

The *Journal of Counseling & Development* shall be the official journal of the Association and shall be distributed without additional charge to all members in good standing of the Association.

Section 3. Copyright.

The Association shall own the copyright for the original and any renewal terms for any writing that is published by the Association. The author of any such writing shall have the right to make a non-profit or non-commercial use of the work provided that there be affixed to each copy the copyright notice used by the Association when the writings was first published. The author shall have the right to make or authorized the profit or commercial use of any such writing only after first obtaining the written consent of the Association.

Section 4. Division and Branch Publications.

Nothing in this Article shall be interpreted as limiting the freedom of any Division or Branch to produce, select and copyright publications of its choice.

ARTICLE XII

Committees

Section 1. Standing Committees and Special Committees.

The standing committees and special committees of ACA shall be those committees recommended to and approved by the Governing Council. Special Committees must be approved annually by the Governing Council 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. Committee members and Chairs are appointed by the President-elect subject to approval by the Governing Council.

Section 2. Elimination of Standing Committees.

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

ARTICLE XIII

Indemnification

Section 1. Provision.

ACA shall indemnify each member of its Governing Council, as described in Article X, and each of its officers, as described in Article IX, and each member of its committees, as described in Article XII 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 its Governing Council members and officers and committee members, 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 him or her by reason of being or having been such a Governing Council member or officer or committee member and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided that he or she acted in good faith or for the purpose which he or she 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 his or her conduct was unlawful. This indemnification shall be made only if ACA shall be advised by its Governing Council acting (1) by quorum consisting of Governing Council members 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 Governing Council member or officer or committee member has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Governing Council, 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 of the Governing Council or officer or committee member of ACA shall include every Governing Council member and officer and committee member thereof or former Governing Council member and officer and committee member 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 Governing Council member or officer or committee member of ACA might otherwise be entitled and the provision hereby shall neither impair nor adversely affect such rights.

ARTICLE XIV

Nondiscrimination

Section 1.

There shall be no discrimination against any individual on the basis of ethnic group, race, religion, gender, sexual orientation, gender expression, gender identity, age, and/or disability.

ARTICLE XV

Bylaws and Articles of Incorporation

Section 1. Amendments to Bylaws.

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

- a) Proposed amendments may be originated only by: the Governing Council or presented at the Governing Council by a National Division, a Branch, a Region, an ACA Standing 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 Bylaws Committee no later than twelve weeks prior to the Governing Council meeting at which the change may be considered.
- c) The Bylaws Committee 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.

Section 2. Policies and Procedures.

Supplementary policies and implementation guidelines for these Bylaws are found in the Policies and Procedures Manual.

Section 3. Amendments to Articles of Incorporation.

- a) The ACA Articles of Incorporation may be amended by having a majority of the Governing Council 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.
- 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 current edition of Robert's Rules of Order, Newly Revised, (edited by Henry M. Robert III and William J. Evans, and published by Perseus-HarperCollins) shall govern the proceedings of all bodies of the Association except where otherwise specified by these Bylaws.

Section 2. Parliamentarian.

The Parliamentarian shall without vote advise the President and the Governing Council regarding parliamentary law and parliamentary procedure.

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