

**Bylaws of the Idaho Counseling Association
A State Branch of the American Counseling Association**

Article I

NAME AND PURPOSE

Section 1. **Name.** The name of this Association shall be the Idaho Counseling Association.

Section 2. **Relationship to ACA.** The Idaho Counseling Association (ICA) is organized as a State Branch of the American Counseling Association (ACA), and shall continuously identify itself as a "Branch of the American Counseling Association" ICA shall be autonomous in the conduct of its affairs, consistent with the Bylaws of ACA.

Section 3. **Purposes.** The purposes of the Idaho Counseling Association, in accord with those of ACA, are to enhance human development through the lifespan, to promote the counseling profession, and to enhance public confidence and trust in the counseling profession.

Section 4. Counseling is a professional relationship that empowers diverse individuals, families, and groups to accomplish mental health, wellness, education, and career goals.

Article II

MEMBERSHIP

Section 1. **Eligibility.** Professional members shall 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.

Section 2. **Special Categories**

(a) **Retired Member:** A retired member is a person who has retired from the counseling profession. Retired members retain their professional status for purposes of voting and holding office

(b) **Student Member:** A student member is a master's level person seeking licensure, who is enrolled half-time or more in a counseling or a closely related field during the current academic year. Student members have voting rights, and may hold the position of Graduate Student Representative.

(c) **Associate Member:** An associate member is any person who works in a closely related mental health field. Associate Members do not retain voting rights, and may not hold office.

Section 3. **Ethics.** Members must have read and agree to abide by ACA's current *Code of Ethics*. Members will be held accountable to ACA ethical codes.

Section 4. **ACA Membership.** Members of this Association shall be invited and urged to apply for membership in the American Counseling Association and one or more of its divisions.

Section 5. **Dues.** Annual Association dues for members shall be established by the action of the Council of Leaders.

Section 6. Severance of Membership.

(a) A member may be dropped from membership for any conduct that tends to injure the Association or to affect adversely its reputation, or that is contrary to or destructive of its objectives according to the Bylaws or Ethical Standards of the ACA. Any member charged with engaging in any such conduct shall be given notice of the precise nature of the charge, shall be given the opportunity to confront through witnesses or otherwise before the Association's Professional Standards Committee. The Committee shall consider any charges made over the signature of two members in good standing, and shall determine whether the charges should be dropped, or are true, and shall report to the President. The charged member may appeal the decision of the Committee to the Council of Leaders' Executive Committee, whose decision is final.

(b) A member will be dropped from membership for the nonpayment of dues.

Section 7. Membership shall be based upon individual eligibility.

Section 8. Professional members and retired members in good standing may vote and hold office. Student members may vote and hold office of Graduate Student Representative. Associate members may not vote or hold office in ICA.

Article III

ANNUAL ASSOCIATION MEETING

Section 1. Meetings. An annual Meeting of the Association shall be convened at the call of the President, Council of Leaders, or its Executive Committee, who may also call additional meetings; meetings may be requested by membership. Notice of meetings shall be sent to members at least 30 days prior to convening. Meeting minutes must be prepared and available for public viewing within 30 days of the meeting.

Section 2. Cancellation of a regularly scheduled meeting. Cancellation of a regularly scheduled annual meeting, in the event of weather or an emergency, can be made by the Executive Committee. Members will be notified of the cancellation electronically.

Section 3. The Executive Committee has the right to reschedule the meeting.

Article IV

CHAPTERS, DIVISIONS, AND INTEREST GROUPS

Section 1. Divisions

(a) A State Division shall consist of members who organize on a statewide basis in accordance with the purposes and Bylaws of an ACA National Division and consistent with the Bylaws of the ACA and ICA.

(b) All officers of a State Division shall be members in good standing of the corresponding National Division and ICA

(c) All officers of a state division representing ICA board of directors shall be members in good standing of their corresponding national division, ACA, and ICA

Section 2. **Chapters.** A State Chapter shall consist of members of ICA who organize on the basis of a local geographic unit within the state in accordance with the Bylaws and policies of the ICA.

Section 3. **Interest Section.** A State Interest Section shall consist of members who organize on either a statewide or local basis in accordance with the Bylaws and policies of the ICA to promote a professional interest not otherwise provided for in the ICA Divisional structure.

Section 4. **Duties to ICA.** The presiding officer of each Division, Chapter, and Interest Section shall keep the President, President-Elect, and Secretary of ICA informed of its officers and activities. Changes in Bylaws of these units shall not be effective until approved by the ICA Executive Director and President, and its national division.

Section 5. **Starting a New Division**

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

(b) Application for Divisions under ICA should be submitted at least 90 days prior to ICA board meetings. Said application must include the following:

i. Letter of interest identifying the proposed name of the division and a statement of purpose or mission statement that is in accordance with that of ICA, ACA, and the National Division.

ii. Membership roster indicating at least 30 Professional ICA Dues-paying members each in good standing with ICA. Initially, a group moving toward Divisional status may be designated as an Interest Group until such time as it qualifies for Division status.

iii. New Division Bylaws will be approved in accordance with ICA and the corresponding National Division Bylaws.

(c) Completion of Division approval requirements must be submitted 90 days prior to an ICA board meeting. Requirements include the following:

i. Membership roster indicating at least 30 professional ICA members and division dues-paying members.

ii. Roster of Officers who are ACA and ICA members including members of National Division.

Article V

OFFICERS

Section 1. **Officers and Terms of Office.**

(a) Officers. Officers of this Association shall be the President, President-Elect, immediate Past President, Secretary, Treasurer, and non-elected Executive Director. These officers shall comprise the Executive Committee of ICA

(b) Elected. Officers shall be elected at large from among the professional members of this Association. All Officers shall be members in good standing in ICA and ACA.

(c) Terms. The term of office of any elected officer shall begin on the first day of the official ICA year and each officer shall serve until the successor takes office. The President, President-Elect, and immediate

Past President shall serve terms of one year and shall not succeed themselves (Section 4). The President-Elect succeeds to the Presidency in the ensuing year and to the Past Presidency the year after the Presidency. The Secretary shall serve a two-year term.

Section 2. **Duties of Officers.**

(a) The President shall be the Chief Executive officer of the Association and shall preside at meetings of the Council of Leaders and its Executive Committee, and at general meetings of the Association. The President shall appoint committee members, with the advice and consent of the Executive Committee and shall hold ex-officio membership on all committees. The President shall be responsible for transmitting the Association's Annual Report to the President of the ACA. The President shall serve as a voting representative of ICA at the ACA Western Regional Branch Assembly. The President, shall hold ex-officio membership on all committees.

(b) The President-Elect shall act in the place of the President at all Association, Council of Leaders, or Executive Committee meetings which the President is unable to attend, and may serve as the ICA voting representative the Western Regional Branch Assembly. President-Elect may be appointed as ex-officio committee members to fulfill the President's role on committees.

(c) The immediate Past President shall preside in the absence of the President and the President-Elect, and shall chair the Nominations and Elections Committee and serve on the Conference Committee. Past-President may be appointed as ex-officio committee members to fulfill the President's role on committees.

(d) The Secretary shall keep the records of the current activities of the Association, Council of Leaders, and its Executive Committee and shall ensure that all notices of meetings are sent. The Secretary shall report all notices of meetings. The Secretary shall report all amendments to the Association's Articles of Incorporation or Bylaws to the ACA President in writing with 30 days after the date of adoption.

(e) The Treasurer shall collect and disburse funds of the Association, subject to the approval of the President, and shall make a financial report to the Council of Leaders and the Association annually, and as required by the President or Council of Leaders. The treasurer shall also ensure the tax filings as required for maintaining the tax exempt status are completed within the time structures, including the financials from each of its Divisions.

Section 3. **Nomination and Election of Officers.**

(a) Nominations. The Nominations and Elections Committee shall invite nominations from Divisions, Chapters, Interest Sections and the general membership. The Committee shall select a slate of candidates.

(b) Elections. The Nominations and Elections Committee shall conduct the election of officers by secret ballot, mailed to the individual members or electronically.

Section 4. **Vacancies.**

(a) It is the intention of these Bylaws to ensure a complete slate of officers at any given time. Vacancies should be filled as soon as possible to ensure the consistency and efficiency of its leadership.

(b) Vacancies in the offices of President-Elect, Secretary or Treasurer shall be filled by appointment by the remaining members of the Executive Committee. Officers so selected shall serve until the next annual election, when officers shall be elected. Persons completing a partial term shall be eligible for a full term of office, except the President-Elect who becomes eligible to be elected as President.

(b) Presidency. Should the Presidency become vacant, the President-Elect shall become President for the remainder of the term, and shall serve a full term as President the next year.

(c) Past Presidency. Should the immediate Past President vacate the office, a Past President may be appointed.

Article VI

COUNCIL OF LEADERS

Section 1. **Composition.** The Council of Leaders shall consist of the Executive Committee, elected officers of each of the Divisions and Chapters of the Association, the Chairpersons of ICA Committees, a graduate student representative (approved 2007) and the Executive Director (if any).

(a) Voting members shall consist of one elected official from each ICA division, the Executive Committee, and the elected Graduate Student Representative; voting members shall be considered “Directors” as defined by ID Statute.

(b) A majority shall constitute a quorum. Non-voting members of the COL shall consist of ICA Committee Chairpersons, or their appointees, and the Executive Director.

Section 2. **Powers and Functions.** The Council of Leaders shall:

(a) Identify issues and establish priorities for the Association

(b) Establish policies for Association governance

(c) Formulate operational policies for executive action, and evaluate results

(d) Grant and revoke charters of Divisions, Chapters, and Interest Sections

(e) Perform such other duties as are necessary and proper for the orderly and impartial operation of the Association.

Section 3. **Meetings.** The Council of Leaders shall meet at the call of the President or any member of the Executive Committee. Notice of a meeting of this Council, with a statement of known business to be transacted, shall be sent to each member of the Council of Leaders at least ten days prior to the meeting.

(a) Any ICA member may be invited by COL members to attend COL meetings; these attendees may observe, participate at the COL request, and will not have voting rights. All official business (e.g. discussion of motions, passing motions, voting) must occur in a live, interactive meeting.

Section 4. **Executive Committee.** The Executive Committee shall consist of the President, President-elect, Past President, Secretary, Treasurer, and Executive Director. The committee shall meet at the President's call for assignments by the Council of Leaders, or to meet emergencies. It may act by mail and/or technology. It is responsible to the Council of Leaders for its actions and minutes. Notice of its meetings shall be provided to each Executive Committee member. A majority shall constitute a quorum. The Executive Committee is empowered to act by mail or technology between meetings.

(a) Emergency to be defined by the President or the Governing Council.

Section 5. **Executive Director.** The Council of Leaders may, at its discretion, solicit the assistance of an individual for a continuous term, as Executive Director for advice in ICA administration and to enhance continuity to the leadership. This person shall serve as an ex-officio, non-voting member of the Council of Leaders. The Executive Director will serve on the Executive Committee, and may also serve as an ex-officio member on all ICA committees, and not have voting rights.

Section 6: The Council of Leaders may, at its discretion, solicit the assistance of a Parliamentarian for a continuous term. This person shall serve as an ex-officio, non-voting member of the Council of Leaders, in order to ensure rules of order and the proper procedures for the conduct of meetings of deliberative assemblies

Section 7. **Removal from office.** A member of the Council of Leaders may be removed from office for any conduct that tends to injure ICA or to affect adversely its reputation, or that is contrary to or destructive of its mission according to the ICA Bylaws and the ACA Code of Ethics. Removal from office requires a two-thirds vote by the Council of Leaders.

Article VII

COMMITTEES

Section 1. **Appointment of Committees.** Committee members shall be appointed by the President, with the advice and consent of the executive committee, except as the Bylaws provide, to conduct necessary activities of the Association. The President is an ex-officio member of each committee.

Section 2. **Standing Committees.**

- (a) The Awards Committee shall select recipients for annual ICA awards, obtain annual awards and special awards, and assist the President in presenting awards.
- (b) The Bylaws Committee shall receive proposals for amendments to Bylaws, assist the President and Council of Leaders with Bylaws, seek consistency between ACA and ICA Bylaws, and between ICA Bylaws and ICA Policies and Procedures Manual.
- (c) The Conference Committee shall organize and provide Association conferences, conventions.
- (d) The Finance Committee shall assist the President, President-Elect, Treasurer, and Division Treasurers in financial affairs, and annually audit the ICA financial records. The Finance Committee shall inform the Executive Director of any decisions or issues, and the Executive Director may request information from the Finance Committee at any time.
- (e) The Human Rights Committee shall seek to improve human conditions in the Association and in the counseling profession.
- (f) The Leadership Development Committee shall assist the President in identifying and developing competent leaders.
- (g) The Strategic Planning Committee shall suggest plans for future development of the Association to the President and Council of Leaders.
- (h) The Marketing and Public Relations Committee shall supervise the publications of ICA, the distribution of these, and shall enhance the public understanding of counseling and human development
- (i) The Membership Committee shall solicit new and continuing members of the Association and ACA.
- (j) The Nominations and Elections Committee shall establish a slate of candidates for Officers and shall conduct an election of officers by secret balloting, as provided for in Article V, Section 3. Members of this Committee shall be the immediate Past President as its chair, and each of the Division Presidents, or their duly appointed representatives.

(k) The Professional Standards Committee shall make suggestions to the President and ICA regarding counselor entry standards shall provide ACA Ethical Standards Workshops, and shall receive and process complaints of the ethical behavior of members.

(l) The Public Policy and Legislation Committee shall serve as a liaison between ICA and public agencies. The PPLC shall be concerned with matters of public policy at all levels. This committee shall make recommendations to the Council of Leaders concerning public policy and legislative issues.

Section 3. **Special Committees.** The President may appoint any necessary special committees. Special committees have duration of the remainder of the Association year, but may be reinstated the next year if necessary.

Section 4. **Reports.** Each committee shall make an Annual Written Report of its committee activities and status to the President, and shall also report when the President or Council of Leaders require it.

Section 5. **Committee Supervision.** Each Standing Committee shall be supervised by the President, President-Elect or immediate Past President, as annually determined by the Council of Leaders. Supervision shall not be conducted by a member of that committee.

Article VIII

BUSINESS AFFAIRS

Section 1. **Section 1.** The Executive Director shall be added to all ICA and Division financial accounts. All contracts shall be signed by the Executive Director and another duly appointed representative of the Division or Committee.

Section 2. **Severable or Transferable Interest.** No member shall have any severable or transferable interest in the property of the Association.

Section 3. **Control and Management.** All property of the Association shall be subject to the control and management of the Council of Leaders.

Section 4. **Disposal upon dissolution.** Upon dissolution of the Association, none of its property shall be distributed to any of the members and all of such property shall be transferred to such other nonprofit organization or organizations, as the Council of Leaders shall determine to have purposes and activities most nearly consonant with those of the Association.

Section 5. **Appropriation of Association Funds.** No appropriation of Association funds shall be made except pursuant to the authority of the Council of Leaders.

Section 6. **Association Year.** The fiscal year and the governance year of the Association shall be that of ACA.

Section 7. **Audit.** ICA's and its divisions' accounts, (e.g. through annual financial reports), as decided by the ICA Finance Committee shall be examined annually by the Finance Committee. ICA will secure an outside auditor to review financial status and practices to audit accounts for ICA and its divisions every three years. Should discrepancies be found during any audit, ICA may secure services from another outside auditor to rectify any financial concerns.

Article IX

NONDISCRIMINATION

Section 1. There shall be no discrimination against any individual on the basis of ethnic group, color, creed, gender identity, gender expression, sexual orientation, age, record of public offense, and/or disability.

Article X

BYLAWS

Section 1. **Amendment.** These Bylaws can be amended at any regular meeting of the Council of Leaders by a two-thirds vote, provided that the amendment has been discussed and submitted in writing at the previous regular meeting, and a thirty-day open discussion period for membership has occurred prior to the Council of Leaders vote to adopt proposed changes.

(a) Proposal. An amendment may be proposed by majority vote of the Council of Leaders, or by the governance body of a Division, Chapter, or an individual member, provided that the individual member's proposed amendment is presented over the signature of at least ten members in good standing. All proposed amendments must be submitted in writing to the Bylaws Committee, who shall transmit it to the Council of Leaders, with or without a recommendation, for the Council of Leaders to adopt or reject.

(b) The Effective Date of an adopted amendment shall be as soon as the President is informed that ACA's Governing Council has approved the amendment as consistent with ACA Bylaws, and by the ICA Secretary.

Article XI

RULES OF ORDER

Robert's Rules of Order, Newly Revised, 1971 Edition (by Henry Martin Robert), as from time to time amended, shall govern the proceedings of all bodies of the Association except where otherwise specified by these Bylaws.

End of Bylaws

Revised March 18th 2017