

ACA GOVERNING COUNCIL MEETING

MINUTES

September 22-24, 2000

I. Call to Order

The ACA Governing Council meeting was called to order at 8:35 a.m., September 22, 2000, at the Radisson Hotel in Alexandria, Virginia. President Judy Lewis presided. Governing Council members present for all or part of the meeting were as follows:

Mary Smith Arnold, CSJ Observer
Bob Bakko, AMHCA
Bob Barret, AGLBIC
Loretta J. Bradley, ACA Treasurer
Harriet G. Fields, AMCD
Donna Ford, ACA Past President
Jane Goodman, ACA President-Elect
Bob Hand, NECA
JoAnn Harris-Bowlsbey, NCDA
Betty S. Hedgeman, ARCA
Patricia E. Hudson, ASERVIC
Joseph R. Kandor, AAC
Sharon P. Leggett, Southern Region
Judy Lewis, ACA President
Terri L. Lonowski, ACEG
Margaret Miller, ACES
E. Christine Moll, North Atlantic Region
Mary A. Mudd, ACCA
Twinet Parmer, IAMFC
Mark Pope, ACA Parliamentarian
Linda L. Redmond, IAAOC
Marie A. Wakefield, Western Region
Anita Sue Walker, Midwest Region
Jim Whitley, ASCA
James V. Wigtil, ASGW
Nancy G. Woodward, C-AHEAD
Richard Yep, ACA Executive Director

Dr. A. Michael Hutchins served as Process Facilitator to monitor the conduct of the meeting.

Larry D. Burlew (AADA) was unable to attend the meeting.

Others in attendance at the meeting as guests or observers included the following:

Victor E. Bibbins, AMCD President
Carol Bobby, CACREP Executive Director

Fred O. Bradley, Chair, ACA Task Force for Revision of Convention Manual and ACES
President-Elect
Helen W. Chapman, ACA Bylaws Committee Chair
William Cox, ACA Foundation Chair
Ollie Edwards, ACA Senior Meeting Planner
W. Mark Hamilton, AMHCA Executive Director
Richard J. Hazler, ACA Strategic Planning Committee Chair
Shawna Hicks, ACA Executive Assistant
Reese House, The Education Trust
Andrew Miller, ACA Director, Conferences and Meetings
Richard Mozier, ACA Associate Executive Director, Finance and Business Development
Carol Neiman, ACA Associate Executive Director, Membership and Meetings
Cindy Welch, ACA Associate Executive Director, Human Resources and Office Services
Richard Wong, ASCA Executive Director

2. Creative Approaches to Governance

The first part of the session was devoted to activities to gain input on ideas, thoughts and predictions on the future of the counseling profession. During this portion of the session, many ideas and opinions were submitted for consideration and discussion. This activity was designed to focus on the profession of counseling and was not a part of the formal business meeting.

3. Strategic Planning

The remainder of the first morning was spent in discussion of the Association's strategic plan. Dr. Richard Hazler, ACA Strategic Planning Committee Chair, led the discussion. There was a great deal of input regarding the importance of having a strategic plan, how these are developed, and how they work to shape the direction of the association. This discussion was not a part of the formal business meeting of the Governing Council, so no formal action was indicated.

4. Parliamentarian's Remarks and Approval of Meeting Rules

Parliamentarian Mark Pope called attention to the Meeting Rules for the conduct of the meeting and noted a change that is needed in Section Two (Governing Council substitutes) due to earlier policy changes. Dr. Pope discussed parliamentary procedures and responded to questions from the group.

It was moved by Fields and seconded by Hedgeman that: The Governing Council adopt the meeting rules with the deletion of the incorrect material in Section Two. Motion passed.

5. Approval of Agenda

President Lewis announced several additions to be made to the agenda and other additions were submitted from the floor. It was agreed that all of these will be added to the agenda under new business.

It was moved by Moll and seconded by Wigtil that: The Governing Council approve the Agenda as amended. Motion passed.

6. Approval of Minutes of Previous Meetings

President Lewis called attention to the Minutes of previous Governing Council and Executive Committee meetings that had not yet been approved by the Governing Council.

It was moved by Mudd and seconded by Walker that: The Minutes of the ACA Governing Council meeting of March 19-21, 2000; and of the ACA Executive Committee meetings of May 8, 2000; June 2-4, 2000; and August 18, 2000 be approved. Motion passed.

7. Treasurer's Report

Treasurer Loretta Bradley reported on the financial status of the Association and discussed some of the items in the current budget. She noted comparisons between the current year and recent past years. Dr. Bradley then responded to questions from the group on specific areas.

It was moved by Hand and seconded by Barret that: The Governing Council adopt the Treasurer's Report. Motion passed.

8. Reconsideration of Bylaws Change to Make 500 the Permanent Number for Divisions

It was noted that this proposal for an amendment to the ACA Bylaws to change the required number of members for a Division has been submitted previously, and is now being resubmitted for further consideration.

It was moved by Kandor and seconded by Goodman that: Article IV, Section 1,b of the American Counseling Association bylaws be amended as follows: Replace "A new Division shall initially consist of at least one thousand members" with "a new Division shall initially consist of at least 500 members." Replace "A Division or an Organizational Affiliate with a chapter existing as of October 18, 1997 shall be allowed from July 1, 1998, through June 30, 2001, to maintain or achieve Division status with a minimum of 500 ACA members" with "An Organizational Affiliate or Division may maintain or achieve Divisional status with a minimum of 500 ACA members." Motion passed unanimously.

9. Update on Actions Taken Related to Declining Membership

A report was presented on actions that have been taken as a follow up to the report and recommendations made by the ACA Task Force on Declining Division Membership. This report was for information only at this time and no Governing Council action was indicated.

10. Splitting the Interprofessional/International Committee Into Two Committees

President Lewis noted that at the last Governing Council meeting, a motion was adopted to make a Bylaws amendment that would split the Interprofessional/International Collaboration Committee into two Committees – the Interprofessional Committee and the International Committee. However, for this Bylaws amendment to take effect, it is necessary that it be given a second reading and action at this meeting.

It was moved by Fields and seconded by Hand that: Article XII Committees, Section 1. Standing Committees, be amended to read: The Standing Committees of ACA shall be the Bylaws Committee, Ethics Committee, Financial Affairs Committee, Human Rights Committee, International Committee, Interprofessional Committee, Media Committee, Nominations and Elections Committee, Professional Development Committee, Professionalization Committee, Public Awareness and Support Committee, Public Policy and Legislation Committee, Research and Knowledge Committee, and Strategic Planning Committee. Motion passed.

It was moved by Moll and seconded by Wigtil that: The President be authorized to appoint six members to the Interprofessional Committee and to designate one person as the chair. Motion passed.

11. Report from Professionalization Committee Concerning Specialty Certifications

President Lewis noted that the Professionalization Committee had been charged to investigate alternative approaches of providing certification for counselors of various specialties with a report to be made at this meeting. She called attention to the report that had been received and there was a discussion of this report. In the discussion the feeling was expressed that further input is needed before the Governing Council can take any action.

It was moved by Moll and seconded by Fields that: The Professionalization Committee be charged with the task of continuing their research in the area of investigating alternative approaches of providing certification for counseling specialties.

It was moved by Harris-Bowlsbey and seconded by Ford that: The motion be amended to state that the Professionalization Committee would be charged to contact the Board of each Division for an official position. Amendment passed.

It was further agreed that the Committee would be charged to report back to the Governing Council at the Spring 2001 meeting.

Vote was called for on the motion as amended which reads as follows: That the Professionalization Committee be charged with the task of continuing their research in the area of investigating alternative approaches of providing certification for counseling specialties; the Committee is charged to contact the Board of each Division for an official position; and the Committee is to report back to the Governing Council at the Spring 2001 meeting. Amended motion passed.

12. Ethics Committee Motion Asking Governing Council to Appoint the Ethics Committee Members as the Adjudication Panel

Attention was called to the proposal submitted by the Ethics Committee that the Committee be appointed to serve as the Adjudication Panel to review ethics complaints, rather than having a separate body to do this. There was discussion of how this would work and of the fact that there needs to be safeguards in place to protect the Committee and the Association. It was noted that it is important that there be legal review of this area.

It was moved by Whitledge and seconded by Fields that: Following legal and ethical review and approval, that the Ethics Committee members be appointed as the Ethics Adjudication Panel. It is further moved that the Ethics Committee member(s) investigating an alleged ethical violation NOT be the ones to rule on the case, and that this practice be reviewed and reported upon at the Fall 2001 Governing Council meeting. Motion passed.

It was moved by Whitledge and seconded by Fields that: The Ethics Committee Operating Manual be referred to the ACA attorney for legal review. Motion passed.

13. Motions Related to Increasing Student Participation in Governance

The issue had been raised concerning greater participation of students in the Association. There was a discussion of how to increase the participation and interest of students as a part of the whole issue of retaining students once they have completed their degrees. President Lewis also called attention to the Task Force on Recruiting and Retaining Students and New Professional that she had appointed to look at this area., and to the proposals that have been submitted by IAAOC.

It was moved by Ford and seconded by Goodman that: The Task Force on Recruiting and Retaining Students and New Professionals be charged with developing a plan for a student communication network and report back no later than the Spring 2001 Governing Council. Motion passed.

It was moved by IAAOC that: The ACA President-Elect be encouraged to appoint a master's or doctoral student to standing committees for a one-year term. Motion passed.

It was moved by IAAOC that: One master's or doctoral student be invited to attend Governing Council meetings at ACA expense.

It was moved by Redmond and seconded by Fields that: The motion to invite a student to attend Governing Council meetings at ACA expense be referred to the ACA Executive Committee. Motion passed unanimously and this motion will be so referred.

14. Motion from Human Rights Committee on Establishment of a Task Force on Women's Issues

President Lewis called attention to her request for Governing Council to approve the appointment of a Task Force on Women to develop recommendations on strategies to help the association be more responsive to women's issues. She outlined the rationale for this request and indicated that this would be a time-limited task force.

It was moved by the Human Rights Committee that: The President appoint a Task Force on Women to serve until June 30, 2001, for the purpose of making recommendations to the Human Rights Committee and the Governing Council on strategies for helping the American Counseling Association better meet the needs of women. Motion passed.

15. Update on Public Policy and Legislation

Attention was called to the Public Policy and Legislative Agenda being presented for Governing Council approval. There was some discussion, and several suggestions for change in the Agenda were presented.

It was moved by Miller and seconded by Moll that: The Public Policy and Legislative Agenda for the first session of the 107th Congress, 2001, be adopted as amended. Motion passed.

16. Media Committee

This item had been placed on the agenda in anticipation of possible recommendations from the Media Committee concerning the draft guidelines for *Counseling Today* columns. No recommendations had been received, and therefore action on this topic will be deferred until the Spring 2001 Governing Council meeting.

17. Convention Handbook Revision

A brief progress report was given on the work of the Task Force on Revision of the Convention Handbook. It was noted that a report and possible recommendations from the Task Force is anticipated for the Spring 2001 Governing Council meeting. No further action is required at this time.

18. Articles of Incorporation

It was noted that the section in the current ACA Articles of Incorporation that refer to the purposes of the Association are outdated and that a new statement is needed to more accurately describe the current purposes. Legal Counsel had been consulted and a new statement is being presented for Governing Council approval at this time.

It was moved by Ford and seconded by Fields that: The Articles of Incorporation of the American Counseling Association be amended so that the third section would read as follows:

THIRD: The purposes for which the corporation is organized and shall be operated are exclusively charitable, educational and scientific. The Corporation shall carry out these purposes with the provision that the Corporation shall not have nor exercise any power or authority not granted to it under the District of Columbia Nonprofit Corporation Act, nor engage in any activities prohibited to an organization granted exempt status under section 501(c)(3) of the Internal Revenue Code or any successor law or regulation. These purposes may be attained, without limiting the Corporation's freedom to pursue these goals through other avenues, by the Corporation acting:

- (1) To promote the advancement of education by conducting and fostering programs, research, and instruction in the fields of counseling, self-development, personal growth, personnel, guidance, and individual realization.
- (2) To foster the advancement of science and work to educate counselors and the general public by supporting efforts to discover, refine, develop, and apply information, techniques, and measuring capabilities in the field of counseling, personnel, guidance, and personal development.

- (3) To otherwise promote the advancement of education by conducting educational programs, providing informational resources, collecting and producing literature and materials, and supporting the work and professional development of counselors and sound counseling practices to best serve the interests of society and of individual growth and achievement.

Motion passed.

19. Mission

President Lewis called attention to the fact that the 2000-2003 Strategic Plan previously adopted by the Governing Council included a new mission statement. Since the ACA Bylaws include the mission statement, action is now required to make the appropriate change to the Bylaws.

It was moved by Ford and seconded by Wigtil that: The ACA Bylaws be amended to revise the Mission Statement to read as follows: 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.” Motion passed.

20. Motion to Amend Bylaws to Give Regions Two Votes if Membership Requirements Are Met

This proposal had been submitted to the Governing Council previously but had not been approved. It is now being resubmitted for consideration at this meeting. There was some discussion of the proposal and it was noted that with Bylaws amendments are considered later in this meeting, there will be related amendments proposed.

It was moved by Walker and seconded by Moll that: ACA change the Bylaws to give Regions two votes if there are more than 7,000 regional members, “with membership being defined as those holding membership in ACA showing new demonstration in how the regions and the branches within the regions are proactively working toward dual membership in branch and ACA.”

It was moved by Goodman and seconded by Fields that: Consideration of this motion be postponed until after the body has completed action on the Bylaws amendments in Agenda item 21. Motion passed, and the action is postponed.

21. Motions From Bylaws Committee

The Bylaws Committee had submitted several motions pertaining to Bylaws amendments, and these were taken up in turn.

It was moved by the Bylaws Committee that: Proposed ACA Bylaws amendments recommended by the Bylaws Committee and cited in the document entitled: Continuing Response to the ACA Governing Council Request Regarding Review of ACA Bylaws... numbers 1, 2, 3, 4, 7, 8, 13, 14, 16, 18, 22, 24, 25, 26, 27, 29, 31, 33, 34, 35, 38, 46, 47, 48, 49, 51, 55, 56, 57, and 60 be adopted, to take effect at the adjournment of this meeting. Motion passed. This action amended specific sections of the ACA Bylaws. Shown below are the sections affected and the wording therein due to this action. (These changes are largely editorial rather than substantive. Changes are underlined.)

ARTICLE II – Membership

Section 1. Classes of Membership

- e) Members must agree to abide by the ACA Code of Ethics and Standards of Practice.

ARTICLE II – Membership

Section 2. Dues

- b) Division or Branch dues shall be established by the Division or Branch.

ARTICLE II – Membership

Section 2. Dues

- 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.

ARTICLE II – Membership

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 and Standards of Practice.

ARTICLE IV – National Divisions of the Association

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 Divisions operation necessary to ensure responsible fiscal operation.

ARTICLE IV – National Divisions of the Association

Section 3. Autonomy of National Divisions

- d) During the first five years of its operation, 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 Convention meeting, financial and other information as described in the policies and procedures established by the Governing Council.

ARTICLE IV – National Divisions of the Association

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

- b) The purposes and activities of an Organizational Affiliate shall be in compliance with the ACA Articles of Incorporation, Bylaws, policies, and procedures.

ARTICLE V – Affiliates and Other Groups

Section 1. Organizational Affiliates

- d) An Organizational Affiliate shall be free to conduct its affairs but shall do so in compliance with 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.

ARTICLE V – Affiliates and Other Groups

Section 1. Organizational Affiliates

- 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 Convention meeting, financial and other information as described in policies and procedures established by the Governing Council.

ARTICLE V – Affiliates and Other Groups

Section 2. Corporate Affiliates

- c) The Governing Council shall have the power to grant and revoke charters for Corporate Affiliates pursuant to ACA policies and procedures adopted by the Governing Council.

ARTICLE VI – Regions of the Association

Section 1. Composition

- b) Region meetings shall be held annually to conduct the business of the Region and to elect its officers.

ARTICLE VI – Regions of the Association

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.

ARTICLE VI – Regions of the Association

Section 2. Function

- b) Coordinating an annual leadership workshop shall be the responsibility of the principal elected officer of the Region in which the ACA annual convention is to be held; organizing and conducting the workshop shall be the joint responsibility of the four Region chairs.

ARTICLE VI – Regions of the Association

Section 2. Function

- c) Region officers shall be responsible for the coordination and implementation of strategic planning concepts within the Region.

ARTICLE VII – Branches of the Association

Section 1. Organization of Branches

- b) No Branch shall be organized or operated except in accordance with the Articles of Incorporation and Bylaws of ACA.

ARTICLE VII – Branches of the Association

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 operation necessary to ensure responsible fiscal operation.

ARTICLE VII – Branches of the Association

Section 3. Autonomy of Branches

- c) All elected officers of a Branch shall be members of ACA.

ARTICLE VII – Branches of the 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.

ARTICLE VII – Branches of the Association

Section 4. Branch Divisions, Chapters, and Interest Sections

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

ARTICLE VII – Branches of the Association

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 interests of ACA to do so.

- b) Two-thirds of the votes cast by the members of the Governing Council shall be necessary to revoke the charter of a Branch.

ARTICLE IX – Officers of the Association

Section 3. Nominations and Election of Officers

- a) The Nominations and Election Committee shall conduct the election of officers by ballot, mailed to the voting members of ACA.

ARTICLE IX – Officers of the Association

Section 3. Nominations and Election of Officers

- b) Each Division 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. The candidate shall be an ACA member in good standing.

ARTICLE IX – Officers of the Association

Section 3. Nominations and Election of Officers

- c) Each 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. The candidate shall be an ACA member in good standing.

ARTICLE IX – Officers of the Association

Section 3. Nominations and Election of Officers

- d) The nomination, selection, and announcement of the candidates of the Regions and Divisions for the election of the President-Elect of ACA shall occur only at the annual convention of ACA.

ARTICLE IX – Officers of the Association

Section 4. Compensation and Expenses of Officers

- c) The Executive Director 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 Executive Director shall be paid from the funds of ACA under the policies and procedures established for such payments.

ARTICLE X – Governing Council

Section 1. Compensation

- b) The term of office for each members of the Governing Council shall be limited to a maximum of three years in any five-year period except that:

- 2) Individuals elected as Region or Division representatives 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.

ARTICLE X – Governing Council

Section 1. Composition

- b) The term of office for each member of the Governing Council shall be limited to a maximum of three years in any five-year period except that:

- 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.

ARTICLE X – Governing Council

Section 1. Composition

- 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.

ARTICLE X – Governing Council

Section 3. Meetings of the Governing Council

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

It was moved by Ford and seconded by Goodman that: Article IV, Section 2,b be amended to read: 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 purposes or mission is in accordance with that of ACA. (4) It requires each of its officers to be a member of ACA. This action shall take effect at the adjournment of this meeting. Motion passed. This motion covers proposed Bylaws Committee recommendation No. 6 cited in the document entitled: Continuing Response to the ACA Governing Council Request Regarding Review of ACA Bylaws... By passage of this motion, Article IV, Section 2,b, reads as follows:

ARTICLE IV – National Divisions of the Association

Section 2. Formation of National Divisions

- 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 purposes or mission is in accordance with that of ACA.
- 4) It requires each of its officers to be a member of ACA.

It was moved by the Bylaws Committee that: Proposed ACA Bylaws amendments recommended by the Bylaws Committee and cited in the document titled: “Continuing Responses to ACA Governing Council Request Regarding Review of ACA Bylaws... numbers 12, 17, 23, 32, 39, 40, 43, 66, 67 and 68 be adopted, to take effect at the adjournment of this meeting. Motion passed. This action amended specific sections of the ACA Bylaws. Shown below are the sections that were affected and the wording therein due to this action. (These changes are largely editorial.)

ARTICLE IV – National Divisions of the Association

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 interests of ACA to do so.

- b) Two-thirds of the votes cast by the members of the Governing Council shall be necessary to revoke the charter of a National Division.

ARTICLE V – Affiliates and Other Groups

Section 1. Organizational Affiliates.

- f) An Organizational Affiliate that is in compliance with the ACA Articles of Incorporation, Bylaws, policies, and procedures is entitled to ex officio, nonvoting participation in ACA Governing Council meetings. It may adopt its own name, but it must be identified in all documents and materials as “An Organizational Affiliate of the American Counseling Association.”

ARTICLE V – Affiliates and Other Groups

Section 3. Other Groups

The Governing Council shall have the power to grant and revoke charters of affiliates 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 the Governing Council shall be necessary to grant or revoke a charter.

ARTICLE VII – Branches of the Association

Section 3. Autonomy of Branches

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

ARTICLE VII – Branches of the Association

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 Governing Council.

ARTICLE VIII – Business Affairs of the Association

Section 7. Limitations on 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 committees, 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 distributions 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 section 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.

ARTICLE IX – Officers of the Association

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 Executive Director 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.

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.

ARTICLE XIII – Indemnification

Section 2. Implementation

ACA shall indemnify each of its 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 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 interests of ACA and, in the case of a criminal action or proceeding, 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 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 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.

ARTICLE XIII – Indemnification

Section 3. Inclusion

Every reference herein to a member of the Governing Council or officer or committee member of ACA shall include every Council member and officer and committee member thereof or former 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 Council member or officer or committee member of ACA might otherwise be entitled and the provisions hereby shall neither impair nor adversely affect such rights.

It was moved by the Bylaws Committee that: Proposed ACA Bylaws amendments recommended by the Bylaws Committee and cited in the document titled "Continuing Responses to ACA Governing Council Request Regarding Review of ACA Bylaws... numbers 5, 9, 10, 11, 15, 19, 20, 21, 28, 30, 36, 37, 41, 42, 44, 45, 50, 58, 59, 61, 62, 63, 64, 65 and 69 be adopted, to take effect at the adjournment of this meeting. Motion passed. This action amended specific sections of the ACA Bylaws. Shown below are the sections that were affected and the wording therein due to this action.

ARTICLE IV – National Divisions of the Association

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 the Governing Council shall be necessary to grant a charter to a new National Division.

ARTICLE IV – National Divisions of the Association

Section 4. Filing of Budget, Audit, and Bylaws

Each National Division shall file a proposed annual budget and annual audit with ACA. Each National Division shall file current Bylaws annually with ACA.

ARTICLE IV – National Divisions of the Association

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 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.

ARTICLE IV – National Divisions of the Association

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.

ARTICLE V – Affiliates and Other Groups

Section 1. Organizational Affiliates

- 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 the Governing Council shall be necessary to grant or to 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.

ARTICLE V – Affiliates and Other Groups

Section 1. Organizational Affiliates

Each Organizational Affiliate shall file a proposed annual budget and annual audit with ACA. Each Organizational Affiliate shall file current Bylaws annually with ACA.

ARTICLE V – Affiliates and Other Groups

Section 1. Organizational Affiliates

- i) Proposed amendments to the Articles of Incorporation or the Bylaws of any Organizational Affiliate shall be reported in writing to the ACA President no later than fourteen weeks prior to the Governing Council meeting at which the change may be considered. The 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.

ARTICLE V – Affiliates and Other Groups

Section 1. Organizational Affiliates

- 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.

ARTICLE VI – Regions of the Association

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 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 the U. S. Virgin Islands. Two-thirds of the votes cast by members of the Governing Council shall be necessary to grant a charter to a new Branch.

ARTICLE VII – Branches of the Association

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 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.

ARTICLE VII – Branches of the Association

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.

ARTICLE IX – Officers of the Association

Section 1. Officers and Terms of Office

- c) The Treasurer shall be appointed by the 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.

ARTICLE IX – Officers of the Association

Section 1. Officers and Terms of Office

- 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 or until a successor takes office.

ARTICLE IX – Officers of the Association

Section 2. Duties of Officers

- 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 as a member of the Strategic Planning 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.

ARTICLE IX – Officers of the Association

Section 2. Duties of Officers

- c) The immediate Past President shall serve as Chairperson of the Nominations and Election Committee, shall serve as a member of the Media Committee and as a member of the Strategic Planning Committee, and shall assume such additional duties as directed by the Governing Council.

ARTICLE IX – Officers of the Association

Section 4. Compensation and Expenses of Officers

- 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.

ARTICLE X – Governing Council

Section 2. Powers and Functions of the Governing Council

The Governing Council shall:

- d) act on the reports of Divisions, Regions, Organizational Affiliates, Branches, Standing Committees, and Special Committees and Task Forces.

ARTICLE X – Governing Council

Section 2. Powers and Functions of the Governing Council

The Governing Council shall:

- g) establish the strategic plan of the Association.

ARTICLE X – Governing Council

Section 3. Meetings of the Governing Council

- d) At each national meeting, and at any other time when so requested in writing, each Division, Organizational Affiliate, Region, officer of ACA, the Executive Director 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.

ARTICLE X – Governing Council

Section 4. Executive Committee

- a) The Executive Committee shall consist of the President, President-Elect, immediate Past President, Treasurer, Executive Director, two Governing Council members, and one Member-at-Large to represent underrepresented groups in ACA. The Treasurer and Executive Director shall serve ex officio, without vote. At the last Governing Council meeting of the year, one Division member and one Region member, and their alternates, 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 two Executive Committee member elected from the Governing Council may serve a maximum of two one-year terms. The Member-at-Large shall be appointed from current members of the Governing Council by the ACA President in consultation with the chairperson of the Human Rights Committee. The Member-at-Large may serve a maximum of two one-year terms. [Former e) deleted and moved to a).]

ARTICLE XII – Committees

Section 2. Reports of Standing Committees

Each Standing Committee shall transmit an annual written report to the ACA President who shall distribute the report to the Governing Council.

ARTICLE XII – Committees

Section 4. Reports of Special Committees

Each Special Committee and Task Force shall complete the specific purpose or the assigned task by a date specified by the Governing Council and submit a written report to the ACA President by or before a date set by the Governing Council. The ACA President shall distribute the reports to the Governing Council.

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 in these Bylaws.

It was moved by the Bylaws Committee that: Proposed ACA Bylaws amendments 52, 53, and 54 recommended by the Bylaws Committee as cited in the document titled “Continuing Responses to the ACA Governing Council Request Regarding Review of Bylaws Paying Special Attention to Contradictions and Inconsistencies... be adopted, to take effect at the adjournment of this meeting. Motion passed. This action amended specific sections of the ACA Bylaws. Shown below are the sections that were affected and the wording therein due to this action.

*This motion also deleted Article X, Section 1, a), 3) which previously read "each Division with more than 7,000 ACA members shall be entitled to two (2) votes by its Governing Council representative," and renumbered the remaining amendments in Section 1.

ARTICLE X – Governing Council

Section 1. Composition

*a) The Governing Council shall be composed as follows:

ARTICLE X – Governing Council

Section 1. Composition

*a) The Governing Council shall be composed as follows:

- 3) Each Division that does not require ACA membership shall have Division status for Division representation on the Governing Council determined by the number of ACA members in the Division.

ARTICLE X – Governing Council

Section 1. Composition

*a) The Governing Council shall be composed as follows:

- 4) The Treasurer and Executive Director shall serve as ex officio members without vote.

It was moved by the Bylaws Committee that: The Bylaws Committee pilot the "ACA Bylaws Self Study Initiative for Divisions, Organizational Affiliates and Branches", seek input from Branch, Region, Division and Organizational Affiliate leaders, and return final document to the Governing Council for adoption by March 2001. Motion passed unanimously.

It was moved by the Bylaws Committee that: The "Proposed Amendment to ACA Bylaws" form and the "ACA Bylaws Amendment Action Flow Chart" be approved for use in order to establish process and structure related to proposed amendments to ACA Bylaws, to become effective at the adjournment of this meeting. Motion passed.

It was moved by the Bylaws Committee that: "The Writers Guide for Development and Revision of ACA Operating Handbooks", upon completion, be forwarded to the Executive Committee for review and approval. Motion passed unanimously.

It was moved by the Bylaws Committee that: The Governing Council approve the Maryland Association for Counseling and Development bylaws with recommended changes and request return of bylaws with changes to the Bylaws Chair and request the ACA president to inform MCA of the action taken by the Governing Council. Motion passed.

It was moved by the Bylaws Committee that: The Governing Council disapprove the Alabama Counseling Association Bylaws as proposed, request the ACA President to inform the Alabama Branch and request the Bylaws be rewritten and resubmitted to the Bylaws Chair.

In the discussion of this motion, there was a feeling that disapproving Bylaws of a Branch sends a negative message, and there ought to be a better way to approach this.

It was moved by Wigtill and seconded by Woodward that: This motion be referred back to the Bylaws Committee. Motion defeated and the discussion continued.

It was moved by Ford and seconded by Goodman that: The motion be amended to state that the ACA President shall inform the Alabama Counseling Association that the Governing Council is requesting that the Alabama branch bylaws be rewritten and resubmitted to the ACA Bylaws Committee chair and that they take into consideration the suggestions submitted by the Bylaws Committee. Motion passed.

It was moved by the Bylaws Committee that: Policy 1701.1, Executive Director Job Description and Appendix A, Executive Director Appraisal Process be adopted.. Following some discussion, the motion was withdrawn.

It was moved by the Bylaws Subcommittee on Policies and Procedures that: The Governing Council accept Series 1700 Appendix A – Executive Director appraisal process. Motion passed.

At this point, the Motion under Agenda Item 20 which had been postponed until action was completed on the Bylaws Committee proposals, was brought back to the floor.

Vote was then called for on this motion that: ACA change their bylaws to give Regions two votes if there are more than 7,000 regional members “with membership being defined as those holding membership in ACA showing new demonstration to how the regions and branches within the regions are proactively working toward dual membership in branch and ACA.” Motion defeated.

22. ASAE Report

President Lewis called attention to the report from ASAE and asked the Governing Council’s opinion on appropriate distribution.

It was moved by Hedgeman and seconded by Hand that: The Governing Council charge the Executive Committee to make decisions about the dissemination of the ASAE document. Motion passed.

23. Officers/Executive Director’s Report

President Lewis called attention to the written reports from the President, President-Elect, and Past President contained in the Governing Council materials. In addition, Executive Director Richard Yep presented a report to the group. These reports were for information only and no Governing Council action was required.

24. Ratification of Executive Committee Action

It was noted that actions of the Executive Committee required ratification by the Governing Council. The group went into Executive Session to accomplish this and no Minutes are kept of Executive Sessions.

25. Scheduling of ACA Conferences

This item had been submitted by ACES for Governing Council action. The rationale is that many Divisions hold annual conferences, and the proposal is that ACA conferences be held in alternating years and that the Divisional conferences be held in the other years.

It was moved by ACES that: ACA hold conferences in alternating years rather than every year.

It was moved by Harris-Bowlsbey and seconded by Fields that: This motion offered by ACES be referred to the ACA Executive Committee for further review and information gathering and that it be brought back to the ACA Governing Council in Spring 2001. Motion passed, and the motion is so referred.

26. Amendment to Management Services Agreement

It was moved by AMCD that: Policy SC19 Management Services Agreement be amended to state that any division electing the flat rate of the Management Services option will be charged based on the number of members that exist in the division at the end of the month of the preceding December.

There was some discussion of the motion and the general feeling was that more information is needed before acting on this item, so that the most appropriate action can be taken.

A substitute motion was made by AMCD that: The Financial Affairs Committee be charged with examining options for the most equitable approach to the Management Services Agreement. Substitute motion passed.

27. Posting Multicultural Competencies on the Web

It was noted that AMCD is requesting that a Task Force be formed to establish a protocol to place the 1992 ACA Article on Multicultural Competencies on the ACA Web page so that people accessing the ACA Web would be aware of its existence and would be able to obtain copies.

It was moved by Fields and seconded by Wakefield that: The Governing Council moves to establish a Task Force of the ACA President and President-Elect, along with the AMCD President and President-Elect to establish a protocol to place the 1992 ACA Article on Multicultural Competencies on its Web page and correlate with the Multicultural Competencies for sale on AMCD's Web page. Motion passed.

28. On Line Counseling

It was moved by Ford and seconded by Goodman that: The ACA President and Cyber-Technology Task Force be charged to identify criteria and standards that on line counseling companies must meet in order to enter into relationships/collaboration with ACA. Motion passed.

It was moved by Ford and seconded by Goodman that: The ACA Executive Director be charged to negotiate agreements with one or more on line companies that meet the ACA on line standards as approved by Governing Council. Motion passed.

It was moved by Kandor and seconded by Fields that: The Governing Council reconsider this motion. Motion passed, and the motion to negotiate agreements with on line companies was again on the floor.

It was moved by Fields and seconded by Walker that: The motion be amended to add the words "on line counseling". Amendment passed.

Vote was then called for on the amended motion that: The ACA Executive Director be charged to negotiate agreements with one or more on line counseling companies that meet the ACA on line standards as approved by Governing Council. Motion passed.

29. Technology Task Force as Standing Committee

It was moved by Ford and seconded by Harris-Bowlsbey that: The ACA Bylaws Committee work together with the Cyber-Technology Task Force to develop policies to accompany an amendment to Bylaws Article XII Committees, Section 1. Standing Committees, to include a Cyber-Technology committee as a Standing Committee. The policies shall include committee responsibilities, committee composition, term and reports. Motion passed.

30. Suspension of Current Strategic Planning Time Lines

Attention was called to the Time Lines in the Strategic Planning Implementing Procedures as contained in the ACA Policies and Procedures Manual. It was noted that these time lines do not correspond with the actual practice and the timing that is necessary to accommodate times of meetings and committee appointments.

It was moved by the Strategic Planning Committee that: The time lines identified in the Strategic Planning Implementing Procedures be temporarily suspended until the March 2001 Governing Council. Motion passed. (It is anticipated that there will be recommendations for needed change in the time lines submitted at that time.)

31. Request For Bylaws Committee to Look at Treatment of Organizational Affiliates

The question was raised on the treatment of Organizational Affiliates in the current ACA Bylaws and policies, and the request was made that this be looked at for possible recommendation for changes.

President Lewis indicated she would ask the Bylaws Committee to look at how Organizational Affiliates are treated in ACA's Bylaws and Policies. No Governing Council action was required at this meeting.

32. Request to Begin Looking at 2003 Conference Sites

It was noted that there are currently no sites approved for ACA's annual conference beyond the 2003 conference in California. The feeling was expressed that investigation should begin for sites beyond that time or there might be problems in obtaining space for future conferences.

It was moved by Moll and seconded by Miller that: The ACA Executive Director be authorized to seek locations for the ACA Conference following the 2003 California event. Recommendations to be made to the Executive Committee by February 2001 for a vote or referral to Governing Council Spring 2001 meeting. Motion passed.

33. Action to Look at New Conference Models

It was moved by Moll and seconded by Miller that: The ACA Executive Director, in collaboration with the Convention Handbook Task Force, design an updated conference model that reflects the needs of ACA and considers current constraints of the meetings industry and to report back by March 2001 Governing Council. Motion passed.

34. Use of Excess Dues Revenue

There was discussion of the fact that the Treasurer's report had indicated income from membership dues in excess of the amount that had been budgeted. Included in the discussion was the question of how best to utilize this money. It was proposed that these funds be used to aid in recruiting and retention of Division and Organizational Affiliate members.

It was moved by Hedgeman and seconded by Harris-Bowlsbey that: The Governing Council refer to the Financial Affairs Committee the proposal to consider that the amount of dues revenue in excess of the amount budgeted for the previous year be established into a Division and Organizational Affiliate recruiting and retention fund. Motion passed.

35. Building A Reserve Fund

It was moved by Harris-Bowlsbey and seconded by Hedgeman that: The Governing Council strongly recommend to the Financial Affairs Committee that one million dollars (\$1,000,000) of the past fiscal year's excess of revenue be added to the existing "excess revenues" fund with the goal of building a reserve equivalent to six months of a three-year mean operating fund. Motion passed.

36. Request from Joint Committee on Testing Practices

Attention was called to a request from the Joint Committee on Testing Practices that ACA endorse of support their proposal to develop a Casebook on the revised *Standards for Educational and Psychological Testing*.

It was moved by Kandor and seconded by Moll that: ACA endorse/support the proposal from the Joint Committee on Testing Practices to develop a Casebook on the revised *Standards for Educational and Psychological Testing* and that the AAC President be invited to recommend ACA members to be nominated for the Task Force to develop the Casebook. Motion passed.

Attention was called to the fact that adoption of this motion means an additional expense in the ACA budget to cover the cost of the person who would represent ACA on the Task Force. Therefore, there would need to be money provided in the budget to cover this cost.

In light of this information, it was moved by Fields and seconded by Kandor that: The Governing Council reconsider the previous motion. Motion passed, and the motion was again on the floor.

It was moved and seconded that: The motion be amended to provide that an amount up to \$1,000 be allotted to support representation on the Task Force. It was ruled that the Executive Committee would look at this motion, including the financial implications.

Adjournment

There being no further business, the meeting of the ACA Governing Council was adjourned at 11:00 a.m., on September 24, 2000.

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