

BY-LAWS

Of the

MISSISSIPPI COUNSELING ASSOCIATION A Branch of the American Counseling Association

ARTICLE I

NAME

- Section 1. Name of the Organization. The name of this Association shall be the Mississippi Counseling Association.
- Section 2. Affiliation with ACA. The Mississippi Counseling Association is a State Branch of the American Counseling Association. The state Association shall be autonomous in the conduct of its affairs but consistent with the By-laws of the American Counseling Association.

ARTICLE II

PURPOSE

- Section 1. Purpose. The purpose of the Mississippi Counseling Association shall be:
- a. To unite persons engaged or interested in professional counseling work in the State of Mississippi.
 - b. To advance the scientific discipline of counseling works in the State of Mississippi.
 - c. To promote sound practices in the professional of counseling in the State of Mississippi by conducting and fostering programs of education research in the field.
 - d. To publish scientific, educational, and professional materials related to the field of counseling.
 - e. To promote high standards of ethical conduct within the profession.
 - f. To promote the fullest development of human resources within the State of Mississippi.

ARTICLE III

MEMBERSHIP

Section 1. Types of Membership. Membership shall be individual in nature and shall consist of the following types:

- a. Professional Members. Professional members shall hold a master's degree or higher in counseling or in a closely related field. Professional members shall have voting privileges.
- b. Regular Members. Any person in the state of Mississippi who has professional responsibilities or interests consistent with those of the Association shall be eligible for regular membership in the Association. Regular members shall have voting privileges.
- c. Student Members. Any person engaged in full-time graduate study in the area of counseling at an accredited college or university in the state shall be eligible for student membership in the state Association. Student members shall not have voting privileges.
- d. Honorary Members. Any professional or regular member may elect to secure an honorary membership for another individual for the purpose of public relations. The honorary members will receive a letter of notification and a one-year's subscription to the Newsletter. Honorary member shall not have voting privileges.
- e. Retired Members. Any person who has been a professional or regular member of the Association for at least one year and is now retired shall be eligible for membership as a retired member. Retired members shall have voting privileges.
- f. Members must agree to abide by the *American Counseling Association's Code of Ethics*.

Section 2. Application for membership. The Executive Director shall provide application forms for membership in the Association.

Section 3. Severance of Membership.

- a. A member may be dropped from membership for any conduct that tends to injure the Association or adversely affect its reputation or any conduct that is contrary to the objectives as outlined in the By-Laws and Code of Ethics of the American Counseling Association. Any member charged with engaging in such adverse conduct shall be given

notice of the precise nature of the charge against him/her; shall be given an opportunity to present evidence in his/her behalf through witnesses; shall be given the opportunity to confront witnesses testifying against him/her; and shall have the right to have a hearing before the Executive Board, whose decision shall be final.

- b. Any member may be dropped from membership for nonpayment of dues. In such cases, the member will be dropped thirty days after the annual conference. Any member who is dropped from membership for nonpayment of dues shall be required to re-apply for membership.
- c. State Divisions, Regional Chapters, and Interest Sections shall make their own regulations concerning membership status of their members who have not paid membership dues.

Section 4. Voting Privileges. Professional, regular, and retired members whose membership is current are eligible to vote in the election of Association offices and all matters pertaining to the conduct of business for the Association. The membership year for MCA is July 1 to June 30 of the next year.

Section 5. Meeting of Membership. The State Association shall meet at least once a year. Time and place of each such meeting shall be fixed by the Executive Board, and notice thereof shall be given to the membership at least thirty days prior to the time of the meeting.

Section 6. Conduct of Meeting. The President of the Association shall preside at State meetings, and in his/her absence, the President-elect shall preside.

ARTICLE IV

OFFICERS

Section 1. Officers and Terms of Office.

- a. The officers of the Association shall be the President, the President-elect, the Secretary, the Immediate past president, and the Treasurer.
- b. All officers of the State Association shall be elected from the individual members of the Association. All candidates for offices of the Association must be current members of the American Counseling Association and shall have been members of the state Association for a minimum of two years prior to nomination.

- c. Terms of office of the President, President-elect, and Immediate Past President shall be one year. Terms of office of the Secretary and Treasurer shall be two year. The Secretary will be elected in the odd-numbered years, and the Treasurer will be elected in even numbered years.
- d. An elected officer may not be a candidate to succeed him/herself in the same office.
- e. The President-elect will become President of the Association at the beginning of the next business year following his/her election or upon the death or resignation of the President.
- f. In case of the resignation or death of an officer other than the President, the Administration Council will appoint an individual to serve the remainder of the term of the officer.
- g. The official officer year of the Association shall be from July 1 to June 30.

Section 2. Removal from Office.

- a. Officers may be sanctioned or removed from office for cause.
- b. Procedures for removing an officer from office will be established by the Ethics Committee. Due process will be followed when an action for removal is deemed necessary.

ARTICLE V

ADMINISTRATION AND GOVERNMENT

Section 1. The Administration and government boards of the Association shall be Administration Council and the Executive Board.

Section 2. Membership of Administrative Council and Executive Board.

- a. The Administrative Council shall be composed of the President, the President-elect, the Immediate Past President, the Secretary, and the Treasurer of the state Association.

- b. The Executive Board shall be composed of the officers of the Association, the presidents of each chartered State Division, each Chartered Regional Chapter, and each chartered Interest Section. Each of these three entities shall be entitled to at least one representative on the Board, provided their membership includes a minimum of fifteen (15) MCA members. An additional representative is allowed for each additional fifty (50) MCA members associated with the respective group.
- c. At the discretion of the Executive Board, State Division, Regional Chapters, or Interest sections which are in the process of being chartered may be granted temporary representation on the Board, provided they have submitted the letter of intent to charter and the application for charter to the Executive Board and have met all other requirements for chapter, division, or interest status.
- d. No representative to the Executive Board may concurrently represent more than one division, chapter, or interest section.

Section 3. Powers and Duties of the Administrative Council and Executive Board

- a. The Administrative Council shall be the administrative board of the Association. Its functions shall be as follows:
 - (1) To serve in an advisory capacity to the President of the Association.
 - (2) To formulate and recommend policies to the Executive Board for its consideration.
 - (3) To plan and implement actions necessary to accomplish decisions of the Executive Board.
- b. The Executive Board shall be the policy-making of the Association. Its functions shall be as follows:
 - (1) To take action on recommendations from the Administrative Council and duly appointed committees of the Association.
 - (2) To take action on resolutions received and cleared by the resolutions committee and approved by a majority of those voting at the annual meeting.

- (3) To initiate action affecting matters of the Association's program activities and polices.
- (4) To grant or deny petitions for the formation of new divisions, regions, and interest sections.
- (5) To act on the reports of the Administrative Council, standing Committees, and such special committees as may be functioning.
- (6) To exercise those functions which may be found necessary or desirable for the best interest of the Association and which are not in conflict with the By-Laws.

Section 4. Meetings of Administrative Council and Executive Board.

- a. The Administrative Council shall meet at the time and place of the state meeting and at other times during the year when designated by the President.
- b. The Executive Board shall meet at least twice during the year. One meeting will be held at the time and place of the state Association annual meeting. At least one other will be held at a time and place designated by the President, preferable in the spring. The location of the spring meeting should be in an area conveniently reached by most members of the Board.
- c. The Executive Board must have a quorum of at least one-half of the members of the Administrative Council and of the Board members present in order to conduct the official business of the Association. Presidents of the regions, divisions, and interest groups who are unable to attend the board meeting shall designate a representative from their group to serve in their behalf. The designated member may not represent more than one entity at the meeting.

Section 5. Selection Process - Executive Director

- a. The Strategic Planning Committee (the five most recent MCA past presidents) shall serve as the selection committee. A chair is to be chosen by the current president.
- b. The position shall be advertised with a deadline for the receipt of the application packet. The packet is to include a resume and a letter of interest.

- c. The committee shall interview selected applicants.
- d. The committee shall make its recommendation to the Administrative Council.
- e. If the Administrative Council concurs with the committee's recommendation, this recommendation will be presented to the Executive Board, and a vote will be taken at the next Executive Board meeting.
- f. The candidate shall be notified and a contract for employment shall be prepared.

ARTICLE VI

STATE DIVISION, REGIONAL CHAPTERS, AND INTEREST SECTIONS

- Section 1. Organization. In accordance with the By-Laws of the Association, the following types of subdivisions and units shall be included:
- a. State Division of a national division of ACA, consisting of persons organized on a state-wide basis in accordance with purposes and By-Laws of a national division of ACA and consistent with the By-Laws of the national association.
 - b. Regional Chapters based on charters granted by the State Association.
 - c. Interest Sections based on charters granted by the State Association.
- Section 2. Requirements for Organization
- a. State Division. Fifteen or more MCA members who are members of a national division of ACA and who desire to charter a state division shall initiate their intent to charter with the Executive Board of the state Association. All elected officers of a division must be members in good standing with the state Association and with the corresponding national division. State divisions shall be eligible for consideration for chartering upon the completion of requirements set forth in these By-Laws or in policies of this Association, provided that the branch division has already been granted a charter from its corresponding ACA division or contingent upon the granting of its charter by the corresponding ACA division.
 - b. Regional Chapters. Fifteen or more MCA members engaged in counseling work who desire to establish a regional chapter shall initiate their intent with the Executive Board. Establishment of a regional

affiliation must have the approval of the majority of those voting on the Executive Board of the state Association. All elected officers of a region must be members in good standing with state Association.

- c. Interest Sections. Fifteen or more MCA members who wish to organize either on a statewide or local basis to promote a professional interest not otherwise provided for in the divisional structure of the Association may petition to establish an interest section. Establishment of a state interest section must have approval of the majority of those voting on the executive Board of the state Association. All elected officers of an interest section must be members of the state Association.

Section 3. Autonomy of State Divisions, Regional Chapters, Interest Sections

- a. A State Division, a Regional Chapter, or an Interest Section shall be free to conduct its business affairs but shall do so only in compliance with the By-Laws of the state Association. The Executive Board shall develop such polices and establish guidelines necessary to insure responsible fiscal operation.
- b. A Regional Chapters or Interest section may adopt its own name, but identify itself as being affiliated with the Mississippi Counseling Association.

Section 4. Amendments to Basic Documents. Amendments to State Division, Regional Chapter, or Interest Group By-Laws or other basic documents must be reported in writing to the President of the state Association for approval by the Executive Board. Amendments shall become effective 30 days after their approval by the Board.

Section 5. Reports. Each State Division, Regional Chapter, or Interest Section shall transmit to the President of the Association the names of its officers upon their election or appointment. Each entity shall transmit a written annual report, including the current membership total, to the President of the Association for presentation to the Executive Board.

Section 6. Limitation on Activities. The Association is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501c of the Internal Revenue Code. Any activity undertaken by a Division, Regional Chapter, or Interest Section must have prior approval of Executive Board. Activities involving monetary exchanges must meet 501c criteria if they are being advertised as MCA endorse. No substantial part (20%) of the activities of the Association shall be carry on of propaganda or otherwise attempting to influence legislation and the Association shall be empowered to make the election authorized under section 501(h) of the Internal Revenue Code. The Association 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. Other activities, which could reflect on the integrity of the Mississippi Counseling Association, must be approved by the MCA Executive Board and are subject to review by the Ethics Committee.

Section 7. Dissolution of the Associate. Before final action may be taken with respect to the dissolution of the Association, a notice of intent to dissolve must first be approved by the American Counseling Association consistent with procedures outlined in the By-Laws of the national Association.

Section 8. Involuntary Dissolution of State Division, Regional Chapter, or Interest Section.

- a. The Executive Board shall have the power to revoke the chapter of a State Division, Regional Chapter, or Interest Section when it is deemed to be in the best interest of the state Association.
- b. Before final action may be taken with respect to the dissolution of a State Division, regional Chapter, or Interest Section, a notice of intent to dissolve must first be passed by a majority of the Executive Board present and voting; and, the State Division, Regional Chapter, or Interest Section in question must be advised in writing of reasons for the proposed action. The State Division, regional Chapter, or Interest Section shall have until the next State meeting of the Association (but never less than nine months) to initiate remedial measures or to otherwise bring itself into compliance with the By-laws of the state Association.
- c. A two-thirds vote of the members of the Executive Board shall be necessary to revoke the charter of a State Division, regional Chapter, or Interest Section.

Section 9. Voluntary Dissolution or Withdrawal of a State Division, Regional Chapter, or Interest Section.

- a. The Executive Board shall have the power to revoke the charter of a State Division, Regional Chapter, or Interest Section when that group files a notice of intent to dissolve.
- b. In the event a Mississippi Counseling Association region or division/interest section votes to withdraw from the Mississippi Counseling Association, the name of the entity shall remain the property of the Mississippi Counseling Association and cannot be used by the departing entity nor any other non-MCA entity.

ARTICLE VII

ELECTIONS

Section 1. Elections Committee.

- a. There shall be established an Elections Committee which shall conduct the nominations and elections of the Association, and annually review and recommend procedures for carrying out the annual election in accordance with the nominations and elections polices as adopted by the Administrative Council.
- b. The Elections Committee shall consist of three members, including the chairperson. The immediate Past-President of the Association shall serve as Chairperson. The other two members shall be two other Past-Presidents selected by the Chair with approval of the Administrative Council.
- c. No member of the Elections Committee shall be a candidate for office in the state Association during the time of his/her service on the Committee.

Section 2. Nominations. The Election Committee shall submit the names of two (2) candidate for each office to the membership prior to the annual meeting of the Association. Each Division, Regional, and Interest group of the Association may submit the name of no more than one candidate for each office to the chair of the committee by April 30 of the impending election year. Should the names of two candidates for each office not be presented to the chair of the committee by April 30 deadline, the chair, with the approval of the other members of the election committee and the Administrative Council, shall, by June 1, present the names of additional candidates.

Section 3. Selection of Nominees. Should the names of more than two candidates for each position be submitted to the Elections Committee by April 30 deadline, the final selection of candidates will be determined by the committee.

All candidates for offices within the Association must be current members of state Association and of the national Association at the time their names are submitted for candidacy.

Section 4. Elections. The Election Committee shall conduct the election of officers by secret ballot at the annual meeting of the Association.

Section 5. Taking Office. The results of the election shall be announced at the closing session of the annual meeting of the state Association, and the new officers shall take office on July 1 of the following year.

ARTICLE VIII

FINANCES

Section 1. Dues.

- a. Dues for membership in the Association shall be established by members attending the Annual Business meeting.
- b. The Association shall collect its own dues.

Section 2. Determination of Dues. Dues for members of the state Association shall be recommended by the Administrative Council and approved by a majority of the active members attending and voting at the annual meeting.

Section 3. Preparation of Budget. The finance committee shall be responsible for developing a budget for the Association prior to the beginning of the fiscal year. The budget shall be recommended by the finance committee and approved by the Executive Board. The budget shall be made available to all active members of the Association.

Section 4. Expenditures. All appropriations for expenditures of the Association funds shall be approved by the Executive Board upon the approval of the Budget. The expenses incurred in the conducting of the affairs of the Association shall be paid by the Treasurer out of the appropriations budget for such purposes.

Section 5. Bonding of Treasurer. The Treasurer of the Association shall be under bond if deemed necessary by the Executive Board.

Section 6. Auditing. The treasurer shall make an interim report to the Executive Board at the time of the state meeting. At the conclusion of the fiscal year, and as soon thereafter as possible, the Treasurer's annual report shall be examined and compiled at the expense of the state Association. The company selected to perform the compilation must be approved by the Administrative Council.

Section 7. Fiscal Year. The official fiscal year of the Association shall be from July 1 to June 30.

ARTICLE IX

COMMITTEES

- Section 1. Committees. The President shall have authority, subject to confirmation by the Executive Board, to name standing committees.
- Section 2. Reports. Each committee shall make a written report of its activities and status to the Executive Board prior to the end of each fiscal year.
- Section 3. Projects. Before any committee projects which involve the expenditure or exchange of monies are undertaken, they must be approved by the Executive Director (501. C regulations). Any projects which could affect the integrity of the Mississippi Counseling Association must be approved by the Executive Board and will be subject to review by the Ethnic Committee.
- Section 4. Committee Responsibilities. Committee chairs shall annually review and update their delineated committee responsibilities. Any modifications should be filed with the Executive Director before the end of the membership year. All modifications are subject to review by the Executive Board.

ARTICLE X

- Section 1. Rules of Order. Robert's Rule of Order shall govern the proceedings of all meetings of the Association.

ARTICLE XI

- Section 1. Procedure. Amendments to or other changes in these By-Laws may be initiated in the following ways:
- a. The Executive Board may propose amendments.
 - b. The President may appoint a committee to consider revising the By-Laws in general or to amend some particular section.
 - c. Any twenty members of the Association may submit to the President for presentation to the Executive Board a proposed amendment or amendments. The proposal must be signed by each of the individuals proposing the amendment.
- Section 2. Adoption. Amendments may be acted upon as follows:
- a. The President shall present the proposed amendment to the Executive Board for review and recommendations.

- b. Upon recommendation of the Executive Board, the President will present the proposed amendment to the membership at the annual meeting for a vote.
- c. The Election Committee shall be responsible for providing ballots and for counting the votes.
- d. An affirmative vote of at least two-thirds of the ballots shall be required for the acceptance of the amendments(s).

ARTICLE XII

INDEMNIFICATION

- Section 1. The Association shall indemnify each member of its Governing Council, as described in Article V, and each of its officers, as described in Article IV, for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these By-Laws, in a manner and to the extent permitted by applicable law.
- Section 2. The Association shall indemnify each of its Council members and officers, as aforesaid, from and against any all judgements, fines, amounts paid in settlement, and reasonable expenses, including attorney's fee, actually and necessarily incurred or imposed as a results 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 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 the purpose which he or she reasonably believed to be in the best interests of the Association and, in the case of 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 the Association shall be advised by its Governing Council acting (1) by quorum consisting of Council members who 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 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. Every reference herein to a member of the Governing Council or officer of the Association shall include every Council member and officer thereof or former Council member and officer thereof. This indemnification shall apply to all judgements, fines, amounts in settlement, and reasonable expenses described above whenever arising allowable as above-stated. The rights of indemnification herein provided shall be in addition to any and all rights to

which any Council member or officer of the Association might otherwise be entitled and the provisions hereby shall neither impair nor adversely affect such rights.