

**BYLAWS
OF THE
KENTUCKY COUNSELING ASSOCIATION**

**ARTICLE I
NAME AND PURPOSE**

Section 1. Name:

The name of the Association shall be the Kentucky Counseling Association, a Branch of the American Counseling Association.

Section 2. Use of the Name:

The name of the Association shall be employed in connection with all official business and activities of the Association.

Section 3. Purpose:

The main purpose of the Kentucky Counseling Association is to enhance the development of the individual throughout the life span. This purpose shall be accomplished by the following means:

- a. Bringing persons in Kentucky who are in the field of professional counseling together in an organization in order to provide for a common identity;
- b. Seeking and fostering clarification of a professional counseling practices;
- c. Promoting standards and services, professional qualifications, and sound practices in the field of professional counseling;
- d. Promoting and developing programs of research and education in professional counseling; Publishing materials which will develop understanding of the purposes of this Association;
- f. Exercising leadership in professional counseling practices and services; and
- g. facilitating the achievement of sound professional, educational, and service programs for members of the Association.

**ARTICLE II
MEMBERSHIP**

Section 1. Individual Membership:

- a. Eligibility: Any person whose primary responsibilities or interests are in .the area of human development over the life span shall be eligible for membership. Any graduate student not employed as a professional counselor having Interests In the area of human development over the life span shall also be eligible to become a member of the Association with all the privileges of Individual membership.
- b. Procedure: A person who meets eligibility requirements shall become a member of the Association upon payment of the annual dues.
- c. Privileges of Membership: A member shall be entitled to vote for Association officers, to attend meetings of the Association, and to hold office In the Association.
- d. Emeritus Membership: A member who has accumulated twenty-seven (27) years of service and who has been a member of the Association for fifteen (15) years may request Emeritus Membership. Emeritus Members shall pay reduced dues to the Association as determined by the Board of Directors and shall retain all the rights and privileges of regular paying members.

- e. Special Membership: The Board of Directors may prescribe and establish criteria for special memberships in the Association consistent with the Bylaws of the Association provided, however, that no person shall be deprived of any rights or privileges heretofore granted.

Section 2. Dues:

Dues for members of the Association shall be established by action of the Board of Directors.

Section 3. 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 and Code of Ethics of the Association. 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 present evidence through witnesses or otherwise, shall be given the opportunity to confront witnesses, and shall have the right to have a hearing before the Professional Practices Committee. The Professional Practices Committee shall consider any written and signed charges from any responsible person or group and shall have the power to determine whether the charges shall be dropped or, if the charges are true and the accused will not agree to stop unethical practice, whether the accused member be placed on probation, suspended or expelled from the Association. Recommendation may be made to the accuser(s) that legal action be taken; public disclosure of the unethical practices and action taken by the Professional Practices Committee may occur. Action of the Professional Practices Committee is subject however, to the right of any accused member to appeal to the Executive Committee from any final decision of the Professional Practices Committee. The decision of the Executive Committee shall be final.
- b. A member shall be dropped from membership for the nonpayment of dues.

**ARTICLE III
DIVISIONS, REGIONAL CHAPTERS AND INTEREST SECTIONS**

Section 1. Organizations of Divisions, Regional Chapters, and Interest Sections:

- a. The Association shall include one or more Divisions, Regional Chapters, and/or Interest Sections, representing specialized areas of interest in human development over the life span.
- b. Divisions, Regional Chapters, and Interest Sections shall be organized in accordance with the Bylaws of the Association.
- c. The major purposes of a Division, Regional Chapter or Interest Section shall be in accord with those of the Association.

Section 2. Formation of Divisions, Regional Chapters, and Interest Sections:

Any district, regional or state group desiring to affiliate as a Division, Regional Chapter, or Interest Section may file an application with the Board of Directors of the Association within the following guidelines:

- a. Such a group shall submit an application demonstrating that the group will meet a need not being met by an existing Division, Regional Chapter, or Interest Section of the Association.

- b. Such an application shall also include the proposed name of the Division, Regional Chapter or Interest Section and a copy of the Bylaws under which the group has been functioning or plans to function as a Division, Regional Chapter, or Interest Section.
- c. The Board of Directors shall grant charters to Division, Regional Chapters, and Interest Sections in compliance with the Bylaws of the Association and the Bylaws of the American Counseling Association.

Section 3. Autonomy of Divisions, Regional Chapters, and Interest Sections:

- a. Divisions, Regional Chapters, or Interest Sections of the Association shall be autonomous in the conduct of its affairs, consistent with the Bylaws of the Association and those of the American Counseling Association.
- b. A Division, Regional Chapter, or Interest Section of the Association may adopt its own name but in all instances shall identify itself as a Division, Regional Chapter, or Interest Section of the Kentucky Counseling Association.
- c. Officers of Divisions, Regional Chapters and Interest Sections shall in all instances be members of the Kentucky Counseling Association.

Section 4. Amendments to Basic Documents:

Amendments to the Bylaws or other basic documents of any Division, Regional Chapter, or Interest Section shall be reported in writing to the President of the Association for approval by the Board of Directors at least thirty (30) days prior to the next scheduled meeting of the Board of Directors.

Section 5. Reports:

The Secretary of the Division, Regional Chapter, or Interest Section shall send to the President and Secretary of the Association the names of its officers within thirty (30) days of their election or appointment. By a date established by the Board, the Secretary of the Division, Regional Chapter, or Interest Section shall send to the President of the Association a Plan of Action of the proposed activities of the Division, Regional Chapter, or Interest Section. The completed Plan of Action and a complete list of members shall be mailed to the President of the Association prior to the end of the fiscal year. The President will present this report to the Board of Directors. Upon the board's approval, it will become a permanent record of the Association.

Section 6. Revocation of Charter:

The Board of Directors of the Association shall have the power to revoke the charter of a Division, Regional Chapter, or Interest Section when it is deemed in the best interests of the Association to do so.

- a. Before final action may be taken with respect to the revocation of the charter of a Division, Regional Chapter, or Interest Section, notice of intent to revoke must first be passed by a majority of the members of the Board of Directors, and the Division, Regional Chapter, or Interest Section in question must be advised in writing of the reason or reasons for the proposed action. The Division, Regional Chapter, or Interest Section shall have until the next scheduled meeting of the Board of Directors but in no case less than (9) nine months, to effect remedial measures.
- b. A two-thirds vote of the members of the Board of Directors shall be necessary to revoke the charter of a Division, Regional Chapter, or Interest Section.
- c. A Division, Regional Chapter, or Interest Section may be withdrawn from the Association only in compliance with the standing rules adopted by the Board of Directors.

ARTICLE IV THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the following:

The President, the President-Elect, the Vice-President, the Immediate Past- President, the Secretary, and the Executive Director of the Association; the President of each Division, Regional Chapter, and Interest Section of the Association; and one additional representative from each Division, Regional Chapter, or Interest Section having a voting membership in the Association that exceeded (100) one hundred in the previous year. Committee chairs shall be nonvoting members of the Board of Directors.

- a. In the event that a President or representative of a Division, Regional Chapter, or Interest Section is unable to serve in the capacity as a member of the Board of Directors, an alternate shall be named to serve in that person's place. Written notice of the alternate shall be submitted to the President of the Association prior to the next Board of Directors meeting.
- b. An alternate shall be a member of the Association and a member of the Division, Regional Chapter, or Interest Section that s/he will represent.
- c. An alternate shall have all rights and privileges of a member of the Board of Directors.
- d. Each elected member of the Board of Directors shall have one vote.
- e. Each member of the Association shall represent no more than one (1) Division, Regional Chapter, or Interest Section on the Board of Directors.

Section 2. Powers and Functions of the Board of Directors:

- a. To review and approve the planned program of activities as presented by the standing committees.
- b. To formulate operational policies appropriate for executive action and direct the execution thereof.
- c. To propose and establish policies to govern the affairs of the Association.
- d. To recommend the granting of Charters to Divisions, Regional Chapters, and Interest Sections.
- e. To deny or revoke the charters of Divisions, Regional Chapters, and Interest Sections.
- f. To act on the reports of the Divisions, Regional Chapters, Interest Sections, Standing Committees, and special committees appointed by the President.
- g. To exercise such other powers and functions as may be necessary or desirable in the best interest of the Association and not in conflict with the Bylaws.
- h. To present business for Board consideration.
- i. To adopt and amend Bylaws.

Section 3. Meetings of the Board of Directors:

- a. The Board of Directors shall convene two times a year. . . .
- b. Additional meetings of the Board may be called by a majority vote and petition of the members, or a special meeting may be called by the President of the Association. In the event of such a meeting, written notice shall be given fifteen (15) days prior to the meeting.
- c. A quorum shall consist of a majority of the members of Board of Directors. Inactive Divisions, Regional Chapters or Interest Sections will not be counted as members of the KCA Board of Directors for the purpose of meeting a quorum. A Division, Regional Chapter or Interest . Section will be defined as inactive upon either the third consecutive absence from a Board of Directors meeting or when a Division, Regional Chapter or Interest Section has no

elected officers. Active status will be resumed upon attendance at a subsequent Board meetings or the election of such officers. The Secretary shall notify the Division, Regional Chapter, or Interest Section when three consecutive absences at meetings of the Board of Directors have been recorded.

Section 4. Executive Committee:

The Executive Committee shall consist of the President, Vice- President, President-Elect, Immediate Past-President, Secretary, Treasurer, and the Executive Director of the Association. This committee shall act for the Board of Directors but within the limits of policies established by the Board of Directors. The Executive Committee will review and present for approval to the Board of Directors the Association's Program of Activities as planned by the committee organization.

Section 5. Indemnity:

KCA indemnifies its officers and directors against claims made against them, if the claims are based on officers' or directors' activities on behalf of the association, except in criminal situations or those involving gross negligence or fraud.

ARTICLE V OFFICERS OF THE ASSOCIATION

Section 1. Officers and Terms of Office:

- a. The officers' of the Association shall be the President, the Vice-President, the President-Elect, the Immediate Past -President, the Secretary, the Treasurer, and the Executive Director.
- b. All officers of the Association shall be members of the Association and the American Counseling Association.
- c. All officers, except the Treasurer and Executive Director shall be elected from the membership of the Association. The Vice-President and President -Elect are elected for a one-year term and the Secretary for a two-year term.
- d. The Treasurer and Executive Director shall be appointed by the Board of Directors and shall serve at its pleasure.
- e. The President-Elect shall automatically become President of the Association one year after the commencement of the term of office as President-Elect or upon the death or resignation of the President.
- f. The term of office of any elected officer of the Association shall begin on July 1 and shall serve for the prescribed period of time or until a successor takes office.

Section 2. Nominations and Elections of Officers:

- a. Nominations and elections Committee: There shall be established a Nominations and Elections Committee consisting of three members, including the Chairperson who is the Immediate Past-President and two other past-presidents selected by the Chairperson and approved by the Executive Committee. These past-presidents shall have served on the Association's Board of Directors within the past ten (10) years. .
- b. Qualifications of Candidates: Qualified nominees shall be members of the Association and shall be submitted by divisions, regional chapters, or interest sections of the Association. Any candidate for office shall have been an Association member for at least three years, shall document previous leadership experience, and shall submit written employer approval of released time to conduct Association business for the duration of the term of office.
- c. Selection of Nominees: The Nominations and Elections Committee shall verify qualified nominees for each office to appear on the ballot. If no nominations have been submitted by

December 31, the President shall appoint qualified candidates to be approved by the Board of Directors and then the election shall be held.

- d. Procedure: The Nominations and Elections committee shall conduct the election of officers by mailing ballots to the individual members of the Association according to procedures approved by the board of directors. .
- e. Candidates having a majority of votes shall be elected and assume office on July 1 or the next fiscal year.

Section 3. Duties of Officers:

- a. The President shall be the chief elected officer of the Association, shall preside at all state meetings of the Association, shall chair and preside at meetings of the Board of Directors. The President shall appoint the members of all committees and a parliamentarian except as specified in these Bylaws, and shall be ex-officio member without vote of all committees. The President shall perform the duties customary of the office and such additional duties as directed by the Board of Directors.
- b. The Vice-President position is identified as an emerging leader and thus shall perform all duties as directed by the Executive Committee.
- c. The President-Elect, shall perform the duties of the President in the absence or incapacity of the President. The Vice-President shall preside in the absence of the President-elect. A vacancy occurring in the office of Vice-President or Secretary shall be filled by appointment of the President and approved by a majority vote of the Board of Directors present at the next meeting.
- d. The Secretary shall keep the records of all the meetings of the Association and assist in conducting the official correspondence, and perform such other duties as may be directed by the Board of Directors.
- e. The Immediate Past-President shall coordinate the annual KCA conference program and perform other duties as designated by the Board of Directors.
- f. The Executive Director shall perform such duties as described in the job description approved by the Board of Directors. A vacancy occurring in the office of Executive Director shall be filled by action of the Executive Committee to appoint an interim Executive Director who shall serve until a new Executive Director can be hired. The interim shall not be a candidate for the position. The Board of Directors may employ an administrative assistant to assist in the execution of the duties and responsibilities of the office.

Section 4. Compensation and Expenses of Officers:

- a. None of the elected officers of the Association shall receive any compensation for their services as such to the Association. The necessary expenses of the elected officers of the Association may be paid from the funds of the Association under the policies of the Board of Directors established for such payments.
- b. The Executive Director shall be paid such compensation from the funds of the Association as may be determined from time to time by the Board of Directors. The necessary expenses of the Executive Director shall, be paid from the funds of the Association under the policies established for such payments.

ARTICLE VI MEETINGS OF THE MEMBERSHIP

The Association may hold meetings at a time and place fixed by the Board of Directors, which shall give written notice thereof, to the membership not less than thirty (30) days prior to the time so fixed.

**ARTICLE VII
BUSINESS AFFAIRS OF THE ASSOCIATION**

Section 1. Association Year:

The governance year and fiscal year shall be July 1 through June 30.

Section 2. Appropriation of Association Funds:

The Board of Directors shall adopt an annual budget at its first meeting of each fiscal year. A Treasurer shall be appointed by the Executive Committee, approved by the Board of Directors and shall serve at the pleasure of the Executive Committee. The Treasurer shall be compensated for his/her labor and expenses as determined by the Executive Committee and approved by the Board of Directors. The Treasurer shall represent the Association in assuring the receipt and expenditure of funds in accordance with the directives established by the Board of Directors, and shall be under such a bond as determined by the Board of Directors. The Treasurer shall perform the duties outlined in the Association's Handbook for Officers, those customary to the office position and such additional duties as directed by the Board of Directors. The financial records of the Association shall be audited every year and upon vacation of the position.

Section 3. 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 organization or organizations as the Board of Directors shall determine to have purposes and activities most nearly consonant with those of the Association, provided that such organizations shall be exempt under Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of the Internal Revenue Laws.

**ARTICLE VIII
PUBLICATIONS**

Section 1. Official Publications:

The official publications of the Association shall be the KCA News and KCA Journal which shall be distributed without additional charge to every member of the Association.

**ARTICLE IX
COMMITTEES**

Section 1. Appointment of Committees and Committee Membership:

- a. The President, with the approval of the Board of Directors, shall have the authority to appoint members to such standing committees and establish such special committees as may be needed to conduct the activities of the Association.
- b. The President shall give due consideration of the equitable distribution of chairperson and members of standing committees reflecting the membership of the Association and its Divisions, Regional Chapters, and Interest Sections.

Section 2. Standing Committees:

The standing committees of the Association shall be: Membership, Program, Advocate, Public Relations, Professional Development, Professional Practices, Bylaws and Audit, Nominations and Elections, and Publications, unless otherwise organized according to the Bylaws of the Association.

Section 3. Special Committees:

The President and/or Board of Directors may propose special committees as are necessary.

Section 4. Reports:

- a. **Planning Reports:** At a date designated by the President of the Association, each standing and special committee shall submit a written Plan of Action of its proposed activities which shall include all intended expenditures to be presented at the first meeting of the Board of Directors in the fiscal year.
- b. **Annual Reports:** At a date determined by the President of the Association, each standing and special committee shall submit a completed Plan of Action to be presented by the President at the final meeting of the Board of Directors in the fiscal year.

**ARTICLE X
AMENDMENTS OF BYLAWS**

Procedure: These Bylaws may be amended from time to time by majority vote of the Board of Directors by either of the two following methods:

- a. Proposed amendments may be presented to the Board of Directors by the Bylaws Committee, or by an individual member. All such proposed amendments must be submitted in writing to the Bylaws Committee at least sixty (60) days prior to a meeting of the Board of Directors. Said Committee shall transmit to the Board of Directors for its consideration all such proposed amendments with or without a recommendation regarding each, at least (30) days prior to the Board of Directors Meeting.
- b. Proposed amendments may originate at a meeting of the Board of Directors. Such proposals shall be referred forthwith to the Bylaws Committee. Said Committee shall transmit to the Board of Directors for all its consideration all such proposed amendments, with or without a recommendation regarding each, at least thirty (30) days prior to the next Board of Directors meeting.

**ARTICLE XI
RULES OF ORDER**

Robert's Rules of Order, as currently revised shall govern the proceedings of the Association except where otherwise specified in these Bylaws. As amended through June, 1995,

Amended: August 15, 1998

Amended: August 21, 1999

Amended: February 17, 2001

Amended: August 13, 2005