



Illinois Association of Counseling Sexology and Sexual Wellness (IACSSW)

a Division of the
Illinois Counseling Association (ICA)
and a State Branch of the
Association of Counseling Sexology and Sexual Wellness
(ACSSW),
a Division of the
American Counseling Association (ACA)

IACSSW Bylaws

2026 Version

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Illinois Association of Counseling Sexology and Sexual Wellness (IACSSW)

State Chapter Bylaws

ARTICLE I: NAME, AFFILIATION, AND MISSION

SECTION 1: NAME

The name of the State Branch of the Association of Counseling Sexology and Sexual Wellness, shall be the *Illinois Association of Counseling Sexology and Sexual Wellness*, hereinafter referred to as *IACSSW*.

SECTION 2: AFFILIATION

IACSSW is a State Branch of the *Association of Counseling Sexology and Sexual Wellness*, hereafter referred to as *ACSSW*, which is a Division of the *American Counseling Association*, hereinafter referred to as *ACA*, and shall be subject to those provisions of its bylaws that apply to State Chapters of Divisions. *IACSSW* is a Division under *the Illinois Counseling Association*, hereafter known as *ICA*, which is a State Chapter of the *ACA*.

SECTION 3: MISSION & PURPOSE

The mission of *IACSSW* is to promote sexual wellness as a central aspect of a person's mental wellness. *IACSSW* supports counselors in the state of Illinois in all settings to integrate sexual health and wellness into their work in order to:

- Promote greater awareness and understanding of sexuality, as defined by the World Health Organization;
- Promote greater awareness and understanding of sexual wellness, while respecting diversity in sexual expression;
- Identify conditions that create barriers to the development of clients' and communities' healthy sexuality; and use counseling skills, programs, and efforts to preserve, protect, and promote such development;
- Improve standards and delivery of sexuality-related counseling services provided to clients and communities in Illinois with a goal of enhancing overall wellness;
- Produce scientific, educational, and professional counseling materials with the purpose of raising the standards of practice in Illinois for all who address sexuality in the counseling process;

- Develop, implement, and foster interest in counseling-related charitable, scientific, and educational programs in Illinois designed to advance sexual rights.
- Advocate for inclusion of affirmative training and education on sexual wellness within the counseling and helping professions.

ARTICLE II: MEMBERSHIP

SECTION 1: CLASSES OF MEMBERSHIP

- Membership shall be on an individual basis.
- Membership in IACSSW shall be open to all individuals who meet the eligibility requirements set forth in these Bylaws and who support the mission and purposes of the Association. IACSSW does not discriminate on the basis of race, ethnicity, color, national origin, ancestry, age, disability, sex, gender identity or expression, sexual orientation, marital or family status, religion or spiritual belief, socioeconomic status, veteran status, or any other status protected by law. All members are expected to uphold the Association's commitment to inclusion, equity, and ethical professional conduct. Members must maintain membership in both *ICA* as well as *IACSSW*.
- There shall be five classes of voting membership: **Professional, Regular, New Professional, Student, and Retired**.
 - **Professional Members** shall hold a master's degree or higher in counseling or a closely related field from a college or university that was accredited when the degree was awarded by one of the regional/state accrediting bodies recognized by the Council for Higher Education Accreditation. Professional members must present proof of academic credentials upon request. Professional members must also be fully licensed professionals (LCPC, LCSW, LMFT, or licensed psychologists) and must present proof of licensure upon request.
 - **Regular Members** shall include persons whose interests and activities are consistent with those of *IACSSW*, but who are not qualified for Professional membership.
 - **New Professional Members** shall include individuals who have graduated and hold a master's degree or higher in counseling or a closely related field from a college or university that was accredited when the degree was awarded by one of the regional/state accrediting bodies recognized by the Council for Higher Education Accreditation in the past 12 months. This status can be held for only 1-year post-graduation. New professionals may or may not have provisional licenses.

- **Student Members** shall include persons who are enrolled at least half-time in a college or university graduate program in counseling or a closely related field.
- **Retired Members** shall include current **Professional or Regular Members** who are retired from the counseling profession and have been active **IACSSW** members for the past 5 consecutive years.
- All members must agree to abide by the **ACA Code of Ethics**, regardless of **ACA** member status.

SECTION 2: APPLICATION FOR MEMBERSHIP

- **IACSSW** will notify applicants of the action taken and the **IACSSW Membership Chair** shall send a welcome notice on behalf of the association to each member accepted for membership. Persons shall become members of **IACSSW** upon their election to membership and the payment of their dues.
- Members do not need to be members of **ACA** or any other **ACA** divisions.
- Membership in **IACSSW** shall be continuous and renewable annually with the payment of dues.

SECTION 3: DUES

- Annual **IACSSW** dues for members shall be established by the action of the **IACSSW Board of Directors**, hereinafter referred to as the **Board**.
- The **Board** may authorize reduced dues or dues waivers for special categories of members in accordance with policies and procedures established by the **Board**.

SECTION 4: SEVERANCE OF MEMBERSHIP

A member may be dropped from membership for any conduct that tends to injure **IACSSW** or to affect adversely its reputation, or that is contrary to or destructive of its mission according to the **IACSSW** Bylaws and the **ACA Code of Ethics**. A member shall be dropped from membership for the nonpayment of dues.

ARTICLE III: MEETINGS OF THE MEMBERSHIP

SECTION 1: TIME AND PLACE

- **IACSSW** shall hold annual membership meetings for all affiliated members.
- Written notice as to the specific time and place will be provided to the membership in writing. **IACSSW** may hold other meetings at a time and place fixed by the **Board of Directors** which shall give reasonable notice to the membership.
- Attendance of at least 5% of the voting membership shall constitute a quorum. Live electronic videoconference shall qualify as attendance.

ARTICLE IV: BUSINESS AFFAIRS OF THE ASSOCIATION

SECTION 1. SEVERABLE OR TRANSFERABLE INTEREST

No member shall have any severable or transferable interest in the property of *IACSSW*.

SECTION 2: CONTROL AND MANAGEMENT

All property of *IACSSW* shall be subject to the control and management of the *Board of Directors*. Any accumulation or disposal of real property, except upon dissolution of *IACSSW*, must be approved in advance by the *Board*.

SECTION 3: DISPOSAL UPON DISSOLUTION

On dissolution or final liquidation, the Board shall, after paying or making provision for the payment of all the lawful debts and liabilities of *IACSSW*, distribute all the assets of *IACSSW* to one or more of the following categories of recipients as the *Board of IACSSW* shall determine:

- A nonprofit organization or organizations which may have been created to succeed *IACSSW*, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code; and/or
- A nonprofit organization or organizations having similar purposes as *IACSSW* and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

SECTION 4: APPROPRIATION OF ASSOCIATION FUNDS

- No appropriations of *IACSSW* funds shall be made except pursuant to the authority of the Board of Directors.
- The Board of Directors shall adopt an annual budget.

SECTION 5: ASSOCIATION YEAR

The fiscal year and the governance year of *IACSSW* shall be July 1–June 30.

SECTION 6: REPORTS

Members of the Board shall be sent quarterly income and expense reports from the *IACSSW* Treasurer showing the financial state of *IACSSW*.

SECTION 7: LIMITATIONS ON ACTIVITIES

ACSSW 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 **ACSSW** shall inure to the benefit of or be distributable to the members of its Board, officers, members of its committees, other private individuals, or organizations organized and operated for a profit (except that **ACSSW** shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as herein above stated). No substantial part of the activities of **ACSSW** shall be the carrying on of propaganda or otherwise attempting to influence legislation, and **ACSSW** shall be empowered to make the election authorized under section 501(h) of the Internal Revenue Code. **ACSSW** 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, **ACSSW** shall not carry out any activities not permitted to be carried out:

- 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
- By an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code.

SECTION 8: INTERNAL REVENUE CODE

References herein to sections of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, as those provisions are now enacted or to corresponding provisions of any future United States internal revenue code.

ARTICLE V: ORGANIZATIONAL STRUCTURE

SECTION 1: EXECUTIVE COUNCIL

The Executive Council shall consist of the officers of **ACSSW**, which shall be the President, President-Elect, Immediate Past President, Secretary, and Treasurer.

SECTION 2: BOARD OF DIRECTORS

The Board of Directors shall consist of the Executive Council officers and three Trustees.

ARTICLE VI: EXECUTIVE COUNCIL

- All officers of **ACSSW** must be **ACSSW**, ICA, ACSSW, and ACA members in good standing.

- Voting members of the Executive Council are the President, President-Elect, Immediate Past-President, and Secretary.

SECTION 1: OFFICERS AND TERMS OF SERVICE

- The Executive Council consists of officers of the association.
- All officers of **IACSSW**, except the Treasurer, shall be elected at large from among the members of **IACSSW**.
- The President, the President-Elect, and the immediate Past President shall serve for one-year terms, from July 1 to June 30, or until their successors are elected.
- The Secretary shall be elected to serve for a two-year term, from July 1 to June 30, or until a successor is elected.
- The Treasurer shall be appointed by majority vote of the Board upon recommendation of the incoming President-Elect to serve for a three-year term, from July 1 to June 30, or until a successor is appointed.

SECTION 2: DUTIES OF OFFICERS

- The President shall preside at all meetings of **IACSSW**. The President shall chair and preside at meetings of the Board. The President shall perform the duties customary to that office and such additional duties as advised by the Executive Council. The President will also serve as IACSSW's first Representative to the ICA Governing Council.
- The President-Elect shall perform the duties of the President in the absence or incapacity of the President as determined by the Board. The President-Elect shall assume the Presidency of **IACSSW** upon the death, resignation, or removal of the President. An election, coordinated by the Immediate Past President, shall be held within 45 days to elect a new President-Elect to finish out the term in that role.
- The President-Elect shall coordinate the nominations process for all standard elections, in accordance with and except as otherwise specified in **IACSSW** Bylaws, policies, and procedures.
- The President-Elect shall Committee Chairs and the Treasurer, in accordance with and except as otherwise specified in **IACSSW** Bylaws, policies, and procedures.
- The Immediate Past President shall serve as parliamentarian. In their absence, the Secretary shall serve as parliamentarian. The parliamentarian shall rule on disputes of order during meetings of the executive committee and of the Board. The parliamentarian shall use the **IACSSW** Bylaws to guide and inform these rulings, congruent with Article XII thereof.

- The Secretary shall keep record of the proceedings of the Board. The Secretary shall perform the duties customary to that office and such additional duties as directed by the Board. In their absence, the presiding officer shall appoint an ad hoc record keeper from among the officers.
- The Treasurer shall represent **IACSSW** in assuring the receipt and expenditure of funds in accordance with the directives established by the Board and shall be under such bond as may be determined by the Board. The Treasurer shall perform the duties customary to that office and such additional duties as directed by the Board.

SECTION 3: NOMINATIONS AND ELECTION OF OFFICERS

- In January of every year, the **IACSSW** President-Elect shall seek and select more than one nominee for each elected position (when feasible) to be elected for the next term and submit a slate of candidates/nominees for approval by the Board at its annual meeting.
- **IACSSW**, in conjunction with **ICA**, if possible, shall conduct the election of officers by ballot at the time between the Board's annual meeting and June 1
- In the event of a tie on the official ballot, a run-off election shall be held to break the tie.

SECTION 4: POWERS AND FUNCTIONS OF THE EXECUTIVE COUNCIL

- The Executive Council shall act for the Board within policies as may be established by the Board. The Executive Council shall function primarily to address those issues which are necessary for the efficient operation of IACSSW where the time requirements necessitate immediate action. All actions and activities of the Executive Council shall be communicated to the Board through minutes which are sent within ten working days of an Executive Council conference or meeting. The actions taken by the Executive Council must be submitted for ratification by the Board of Directors at the next Board meeting. Any subsequent decision by the Board that is contrary to an action taken by the Executive Council shall (to the extent permitted by law) be given only prospective effect.
- The Executive Council shall confer or meet at least once per quarter in addition to the Board meetings. Other conferences or meetings may be called only in an emergency which is determined by the President or the Board. Executive Council conferences and meetings may be via live electronic video-conference as deemed appropriate by the President.
- The Executive Council represents the administrative leadership of IACSSW, charged with setting the direction of the organization and with making any determinations that affect the organization.

- No person or body, except for the current IACSSW President, shall speak on behalf of or otherwise officially represent the IACSSW Executive Council.
- No member of the Executive Council shall serve more than two consecutive terms in the same position or more than five consecutive terms on the Executive Council in any position (unless otherwise stipulated in Article V, Section 1). If there are no candidates for a position, these term limits can be waived for one year by majority vote of the Board.

SECTION 5: COMPENSATION AND EXPENSES OF OFFICERS

- None of the elected officers of **IACSSW** shall receive any compensation for their services as such to **IACSSW**, with the exception that the Board can approve compensation for the President, President-Elect, and Past President.
- The Treasurer may be paid such compensation from the funds of **IACSSW** as may be fixed from time to time by the Board.

SECTION 6: VACANCIES

In the event of an officer or board member mid-term vacancy due to resignation, removal, or by vacancy by other circumstances, the President, in consultation with the **IACSSW** executive board, shall appoint an individual to replace the vacated officer/board member to fulfill the remainder of the vacated board member's term.

ARTICLE VII: BOARD OF DIRECTORS

SECTION 1: BOARD MEMBERS

- The Board shall include:
 - All Officers and Board of Directors, except the Treasurer, are voting members of the Board.
 - The **Board of Trustees**
 - One or two ex-officio non-voting **IACSSW ICA Representative(s)** to the **ICA Governing Council**, nominated and elected at large from among the members of IACSSW, who are members in good standing of **IACSSW and ICA**, for a three-year term. The **IACSSW Governing Council Representative** shall represent the interests of **IACSSW**, as determined by the **IACSSW** board, while attending **ICA Governing Council** meetings. These positions will only be filled if the membership of IACSSW meets thresholds outlined in the ICA by-laws.
 - All members of the board shall be **IACSSW** and **ICA** members in good standing and residents of the State of Illinois.

SECTION 2: TRUSTEES

- Trustees are leaders in the field of counseling, representing the institutional and historical knowledge of the profession.
- The Board of Trustees will consist of two (2) members serving rotating two or four – year terms.
- Trustees' terms end on the last day of even numbered years.
- Trustees are selected by plurality vote of IACSSW Past-Presidents and current IACSSW President. In the event of a tie vote, the current IACSSW President-Elect will serve as tiebreaker.
- The current IACSSW President shall determine the method and manner by which such a vote occurs so long as: a) the vote is complete by November 15th and b) there is no elements of randomness present in the process (e.g., using random drawing to identify Trustee candidates).
- In the event that a Trustee is unable to finish their term, the current IACSSW President shall organize a vote within 45 days to fill the vacancy of the remainder of the term. Trustees shall not be subject to a limitation in number of terms served.

SECTION 3: POWERS AND FUNCTIONS OF THE BOARD

The Board shall:

- Establish policies to govern the affairs of **IACSSW**.
- Formulate operational policies appropriate for executive action and direct the execution thereof.
- Act on the reports of officers, Standing Committees, and Special Committees and Task Forces.
- Adopt and amend Articles of Incorporation and Bylaws.
- Exercise such other powers and functions as may be necessary or desirable in the best interests of **IACSSW**, not in conflict with the Bylaws.
- Establish and implement the strategic plan of **IACSSW**.
- Establish and implement broad, long-term professional directions for **IACSSW**.

SECTION 4: MEETINGS OF THE BOARD

- The Board shall meet a minimum of once per year during the **ICA** Annual Conference.
- The **President** of **IACSSW** shall preside at meetings of the **Board** and, in the **President's** absence, the President-Elect shall preside.
- A majority of the voting members of the Board shall constitute a quorum. Live electronic videoconference shall qualify as attendance.

- At each annual meeting, and at any other time when so requested in writing, each officer of **IACSSW** and each Standing and Special Committee and Task Force as specified in the Bylaws of **IACSSW** shall submit a written report to the **IACSSW** President who shall transmit the report to the Board.

ARTICLE VIII: BOARD VACANCIES AND REMOVAL

SECTION 1: VACANCIES

In the event of an officer or Board member mid-term vacancy due to resignation, removal, or by vacancy by other circumstances, the President, in consultation with the Executive Council, shall appoint an individual to replace the vacated officer/board member to fulfill the remainder of the vacated board member's term.

SECTION 2: REMOVAL OF BOARD MEMBERS

- Any non-Trustee member of the **Board** may be removed from their position immediately upon two-thirds majority vote of the **Board**.
- Any **Trustee** member of the Board may be removed from their position immediately upon a three-quarters majority vote of the **Board**.

ARTICLE IX: NOMINATIONS, ELECTIONS, AND APPOINTMENTS OF OFFICERS AND BOARD MEMBERS

SECTION 1: ELECTED POSITIONS

Positions elected by ballot provided to voting members of the IACSSW membership at large include the President-Elect (who assumes the role of President at the end of their one-year term), Secretary (serves two-year term), and the Graduate Student Representative (serves a one-year term).

SECTION 2: NOMINATIONS AND ELECTION OF BOARD MEMBERS

The IACSSW President-Elect shall seek and select more than one nominee for each elected position (in accordance with Article VII Section 1, when feasible) to be elected for the next term and submit a slate of candidates/nominees for approval by the Board. IACSSW shall conduct the election of officers by ballot provided to voting members of ACSSW.

SECTION 3: APPOINTED POSITIONS

Appointed positions to the IACSSW Board include the Treasurer (in accordance with Article VI Section 2) and the three Trustees (in accordance with Article VII Section 2).

ARTICLE X: FINANCIAL AFFAIRS COMMITTEE

SECTION 1: PURPOSE

The Financial Affairs Committee shall be responsible for overseeing the financial health of the organization, including budgeting, financial planning, monitoring of expenditures, and compliance with fiscal policies.

SECTION 2: COMPOSITION

The Financial Affairs Committee shall consist of no fewer than three members. The Treasurer shall serve as the Chair of the committee. Other members shall include the President, President-Elect, and Past President. Other committee members may be appointed by the Board of Directors and may include board members and/or qualified non-board members with relevant financial expertise.

SECTION 3: DUTIES

The Financial Affairs Committee shall:

1. Prepare and recommend an annual operating budget to the Board of Directors.
2. Monitor financial performance and report significant variances to the Board.
3. Ensure that appropriate financial controls and procedures are in place.
4. Review unexpected expenditures not within the annual operating budget for approval.
5. Review and make recommendations on investment strategies and financial policies.
6. Work with auditors or financial reviewers during any scheduled or required financial reviews.
7. Provide regular financial updates to the Board and general membership, if applicable.

SECTION 4: MEETINGS

The Committee shall meet at least bi-annually and as otherwise necessary. A majority of the Committee members shall constitute a quorum for the transaction of business.

SECTION 5: REPORTING

The Committee shall report its findings and recommendations to the Board of Directors on a regular basis and shall submit an annual financial review report to the Board at the end of each fiscal year.

ARTICLE XI: COMMITTEES

SECTION 1: STANDING COMMITTEES

IACSSW will have Standing Committees that will be active based on membership interest and availability. The President will appoint Committee Chairs. Committee Chairs may remain in the position on an ongoing basis with approval of the incoming President. Each **Committee Chair** will determine the needed number of members for each committee in consultation with the **President**. The **Standing Committees of IACSSW** shall be:

- **The Financial Affairs Committee** (in accordance with Article X)
- **The Engagement & Membership Committee** – The **Engagement & Membership Committee** shall be responsible for the solicitation of new members and renewal of existing members. The **Engagement & Membership Committee** shall advise the **IACSSW President** and **IACSSW Executive Council** about membership trends and work in tandem with the **IACSSW Executive Council** to elicit membership. The **Engagement & Membership Committee** is responsible for updating and maintaining all **IACSSW** social media platforms such as Facebook, Instagram, TikTok, and the **IACSSW** website. The **Engagement & Membership Committee** is responsible for notifying **IACSSW** membership of all **IACSSW** events and announcements. An **IACSSW Social Media Coordinator** may be appointed by the **Engagement & Membership Committee Chair** if needed to assist in managing **IACSSW** social media accounts.
- **The Education & Training Committee** – The **Education & Training Committee** shall be responsible for coordinating and planning of all webinars, conferences, workshops and other educational activities as deemed appropriate by the **IACSSW** leadership, including the **IACSSW** newsletter.
- **The Social Justice & Advocacy Committee** – The Social Justice & Advocacy Committee shall be responsible for monitoring all current events in legislature and related sexuality and sexual wellness that impacts the counseling profession and/or the rights of people served by the counseling profession. The Social Justice & Advocacy Committee will be responsible for notifying the **IACSSW** leadership of any areas of concern as well as developing **IACSSW** statements in response to current events and legislation that is in violation of or counter to the **IACSSW** mission statement.

BIPOC Committee – The BIPOC Committee shall be responsible for research and education/training related to sexuality and sexual wellness within the BIPOC community. Special attention will be given to challenging institutional oppression and ensuring IACSSW remains inclusive in its practices. All members of **IACSSW** in good standing are eligible to become members of any **Standing Committee** with the permission of the **Committee Chair**. Members may be asked to leave a committee due to extended absences from committee meetings and/or failure to complete assigned tasks within a committee. In order to be asked to leave a committee, the Committee Chair must first consult with the President for approval.

SECTION 2: REPORTS OF STANDING COMMITTEES

Each **Standing Committee** shall submit an annual written report to the **IACSSW President** who shall transmit the report to the **Board**. The **President** may also request ad hoc reports with sufficient time as to allow the committee chair to competently draft the report.

SECTION 3: SPECIAL COMMITTEES

The **President**, subject to confirmation by the **Board**, may establish a time-limited **Special Committee** or **Task Force** for a specific temporary purpose or assigned task which is beyond **Standing Committees'** scope of responsibilities as indicated in policies adopted by the **Board**. Any such **Special Committee** or **Task Force** shall be responsible to the **Chair of the Standing Committee** with the most closely related scope of responsibility. The **President** shall appoint the **Chair** of the committee and its members.

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 **Board** and submit a written report to the **IACSSW President** by or before a date set by the **Board**. The **IACSSW President** shall transmit the reports to the **Board**.

ARTICLE XII: PUBLICATIONS

SECTION 1: PUBLICATIONS POLICY

The **Board** shall determine and direct the basic publications policy and program of **IACSSW**, and shall have the authority to hire, discharge, and fix the compensation of the persons serving as editors of the publications and other media of **IACSSW** (except as stipulated in Article VII Section 2).

SECTION 2: NEWSLETTER

- *IACSSW* shall provide a newsletter for its membership from time to time, discussing current issues and needs of the division.
- *Editor* of the *IACSSW Newsletter* shall be appointed by the *President. Associate Editor* and other *IACSSW Newsletter* positions will be appointed by the *IACSSW Newsletter Editor*.

SECTION 3: COPYRIGHT

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

ARTICLE XIII: INDEMNIFICATION

SECTION 1: PROVISION

IACSSW shall indemnify each of its officers, as described in Article VI, and members of its Board of Directors, as described in Article VII, and each member of its committees, as described in Article XI for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

SECTION 2: IMPLEMENTATION

IACSSW shall indemnify each of its *Board 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 them by reason of being or having been such a *Board Member or Officer or Committee Member* and acting within the scope of their official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided that they acted in good faith or for the purpose which they reasonably believed to be in the best interests of *IACSSW* and, in the case of a criminal action or proceeding, in addition had no reasonable cause to believe that their conduct was unlawful. This indemnification shall be made only if *IACSSW* shall be advised by its *Board* acting (1) by quorum consisting of *Board 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 *Board Member or Officer or Committee Member* has met the

foregoing applicable standard of conduct. If the foregoing determination is to be made by the **Board**, it may rely, as to all questions of law, on the advice of independent legal counsel.

SECTION 3: INCLUSION

Every reference herein to a member of the **Board or Officer or Committee Member of IACSSW** shall include every **Board Member and Officer and Committee Member** thereof or former **Board 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 arises allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which any **Board Member or Officer or Committee Member of IACSSW** might otherwise be entitled and the provisions hereby shall neither impair nor adversely affect such rights.

ARTICLE XIV: NONDISCRIMINATION

There shall be no discrimination against any individual on the basis of race, ethnicity, class, gender identity and expression, sexual orientation, age, ability/disability, spiritual or religious belief system, or indigenous heritage.

ARTICLE XV: BYLAWS

SECTION 1: AMENDMENT AND REVISION

- These Bylaws may be amended, revised, or both by a two-thirds majority of **the Board of Directors** voting.
- Any such amendments or revisions must be approved by the **ICA Bylaws Committee** and the **ICA Governing Counsel** before implementation.

SECTION 2: AMENDMENT PROCESS

- Proposed amendments and revisions may be originated by the **Board of Directors** or presented to the **Board of Directors** by an **IACSSW Standing Committee** or by an individual member provided that, in the case of an individual member, the proposed amendment shall be presented over the signatures of at least fifty members in good standing.
- All proposed amendments and revisions must be submitted in writing to the **IACSSW Secretary**, who will then distribute them to the **Board of Directors** no later than twelve weeks prior to the **Board** meeting at which the change may be considered.

- The ***IACSSW Board*** will review such proposed amendments with or without a recommendation regarding each proposed change at least six weeks before the next regularly scheduled meeting of the ***Board***.

SECTION 3: POLICIES AND PROCEDURES

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

ARTICLE XVI: RULES OF ORDER

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 ***IACSSW*** except where otherwise specified in these Bylaws.