

ICA Bylaws as amended November 07, 2019

Yellow highlighting = additions **Strike outs** = deletions

BYLAWS ILLINOIS COUNSELING ASSOCIATION ARTICLE 1 Name, Identity, and Mission

Section 1. Name.

The name of this Association shall be the Illinois Counseling Association, **Inc.** it is a State Branch of the American Counseling Association (ACA)

Section 2. Identity Statement.

The Illinois Counseling Association (ICA) is a not for profit IRS 501(c)(6), organization of counseling professionals.

Section 3. Mission.

The mission of the Illinois 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.

Section 4. Organization.

ICA is organized in accordance with ACA Bylaws.

ARTICLE II Membership

Section 1. Types of Membership.

Voting membership shall include the following types of membership: Professional, Student, 1st Year Professional, Retired, and Past ICA

Presidents . Affiliate Memberships are available. Affiliate Members shall not hold office or be entitled to vote. **Additional membership categories may be established and defined by the Governing Council.**

(a) *Professional Membership.*

1. *Eligibility.* Any person who holds a graduate degree of at least a master's level in counseling, counselor education or a related field is eligible to be a professional member.
2. *Procedure.* Any person desiring to become a member of the Association shall make application and submit the appropriate dues to the Association. A person shall become a member of the Association upon payment of current dues.
3. *Obligations and Privileges.* A member must pay annual dues and all Division members must maintain Association membership. A member in good standing shall be entitled to vote, to attend meetings of the Association, and shall be eligible to hold office in the Association upon meeting the requirements of such office.
4. Completion of the membership application attests that the applicant meets the aforementioned qualifications.

(b) *Student Members.* Any student who is enrolled on at least a half-time basis at a college or university in a graduate degree program in the area of counseling or counselor education or a related professional counseling degree program is eligible for student membership in ICA at half the cost plus \$5 of ICA Professional Membership dues. Completion of the Student Membership application attests that the Student meets the aforementioned qualifications. Student Members are entitled to vote in ICA elections and be entitled to the same privileges as professional members with the exception of holding the offices of President Elect-Elect, President Elect, or President. Student members have the same obligations as professional members such as maintaining membership status and paying dues.

(c) *1st Year Professional.* Students receiving their graduate degree within the previous 12 months may join ICA and its divisions at the same rate as student members for a period of one year following program completion. They must pay annual dues. A member in good standing shall be entitled to vote, to attend meetings of the Association, and shall be eligible to hold office in the Association. Completion of the membership application attests that the applicant meets the aforementioned qualifications.

(d) *Retired Members* . Retired members in ICA are entitled to membership dues at a reduced rate set by the Governing Council if they are (a) at least 60 years of age, and (b) no longer working in the field of counseling. Retired members are entitled to vote in ICA elections, to have the same obligations and be entitled to the same privileges as professional members. Completion of the retired membership application attests that the retiree meets the aforementioned qualifications.

(e) *Past Presidents*. Past Presidents of ICA receive free dues after one year of service as Immediate Past President. Past Presidents are entitled to vote in ICA elections and to have the same obligations and be entitled to the same privileges as professional members.

(f) *Affiliate Members*.

1. An individual who does not meet the requirements for ICA Professional membership may elect to become an affiliate member of ICA at the professional rate. Affiliate members are non-voting members and may not hold office.
2. An organization may purchase an affiliate membership at the professional rate. Members of the organization may not, by virtue of membership in the organization, claim member discounts at ICA events.
3. Completion of the membership application attests that the applicant meets the aforementioned qualifications.

Section 2. Dues.

- (a) Annual Association dues for members shall be established by the Governing Council.
- (b) Division or Chapter or Interest Group dues shall be established by the Division or Chapter or Interest Group.

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Section 3. Severance of Membership.

Individuals will be dropped from membership for nonpayment of dues.

ARTICLE III Meetings of the Membership

Section 1. Meetings.

The Association shall hold an annual membership meeting at a time and place fixed by the Governing Council which shall give reasonable notice thereof to the membership. The Association may hold additional meetings at times and places fixed by the Governing Council which shall give reasonable notice to the membership.

ARTICLE IV Officers of the Association

Section 1. Officers and Terms of Office.

- (a) The officers of the Association shall be the President, President-Elect, President Elect-Elect, Secretary, Treasurer, Immediate Past President, Association ~~Director~~ Administrator. .
- (b) All elected officers of the Association shall be verified members in good standing of ICA and ACA. All appointed officers must be members in good standing of ICA. All officers shall be residents of the state of Illinois or be employed in Illinois.
- (c) The appointment of the Association ~~Director~~ Administrator ~~Association Director~~ shall be confirmed by the Governing Council and shall serve at its direction. The Association ~~Director~~ Administrator shall be a resident of the state of Illinois.
- (d) The Secretary, and Parliamentarian shall be appointed by the President Elect subject to ratification by the Governing Council at the first meeting of the President Elect's governance year.

- (e) Except as otherwise provided, the term of office of any officer of the Association and Division shall begin on July 1 and shall be for a period of one year.
- (f) The ICA Treasurer shall be appointed for a ~~two-year~~ **two-year** 4 month term, from July 1 through October 30th of the second year following, a total of 28 months. This allows the Treasurer to ~~fulfill~~ **ensure the filing of** all tax return, audit, and other financial responsibilities pertaining to his/her term as Treasurer. This also supports a ~~four-month~~ **four-month** training period for the subsequent new Treasurer. The Treasurer will be recommended by the person serving as President Elect for the first year of the Treasurer's term of office.

Section 2. Duties of Officers.

- (a) The President shall act as the official representative of the Association at national, regional, state, and local activities at which ICA's representation is requested or required.
- (b) The President shall preside at all meetings of the Association, Governing Council, and Executive Committee. At the Executive Committee meetings, the President shall exercise voting rights and privileges as fully as any other voting member. The President shall refrain from voting at the Governing Council meeting except (i) when the vote is by ballot, or (ii) whenever their [1] vote will affect the result.
- (c) The President, subject to confirmation by the Governing Council, shall appoint the chairpersons of all committees except as otherwise specified in these Bylaws, and shall be an Ex-Officio member without vote on all committees. The President shall delegate tasks to the Association ~~Director~~ **Administrator** as directed by the Governing Council, and shall perform the duties customary to that office and such additional duties as directed by the Governing Council.
- (d) The President Elect shall perform the duties of the President in the absence or incapacity of the President as determined by the Governing Council.

(e) The President Elect shall assume the Presidency of the Association upon the death or resignation of the President. If the office of President is vacated by both the President and President Elect, the President Elect-Elect shall perform the duties of the President.

If the office of President is vacated by the President, President Elect, and President Elect-Elect, the Executive Committee shall, subject to ratification by the Governing Council, appoint a President Pro Tempore to fill the unexpired term.

(f)(e) The President Elect-Elect shall study and become familiar with the governance of the Association.

(g)(f) The Immediate Past President shall be an Advisor to the President, the Governing Council and the Executive Committee.

(h)(g) The Treasurer shall represent the Association in assuring receipt and expenditures of funds in accordance with the directives established by the Governing Council ~~and shall be under such bond as may be determined by the Governing Council.~~ The Treasurer shall perform the duties customary to the office and such additional duties as may be directed by the President or Governing Council. The Secretary shall keep records of the proceedings of the Association, the Executive Committee, and the Governing Council

(i)(h) The Association ~~Director~~ Administrator shall serve as the executive officer of the Association. This person shall perform such duties as may be delegated by the Governing Council.

(j)(i) The Parliamentarian shall be responsible for those duties usually performed by a parliamentarian as well as those assigned by the President.

Section 3. Nomination and Election of Officers and Governing Council Members.

(a) *Nominations.* The Nominations and Elections Committee shall request from among the members at large the names of nominees to be placed on the ballot for President Elect-Elect and any other open positions.

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- (b) Nominees for ICA President Elect-Elect must have been a Professional or Retired member of the Association since July 1 of the current membership year and for two years prior to the current membership year.
- (c) *Elections.* The Nominations and Elections Committee shall conduct the election of President Elect-Elect and any other open positions by secret ballot, which can be completed electronically. Elections shall be completed, and the results reported to the Governing Council at the last Governing Council meeting of the governance year.
- (d) In the event of a vacancy in the position of President Elect-Elect a special election will be conducted.

ARTICLE V Governing Council and Executive Committee

Section 1. Composition.

The Governing Council shall be composed as follows:

- (a) The President
- (b) The President Elect
- (c) The President Elect-Elect
- (d) The Immediate Past President
- (e) The Treasurer (Ex-Officio), non-voting
- (f) The Secretary (Ex-Officio), non-voting
- (g) The Parliamentarian (Ex-Officio), non-voting
- (h) The Association ~~Director~~ Administrator (Ex-Officio), non-voting

(i) The Division Presidents and Representatives

1. The first Division Representative from each Division shall be the President, or their designated representative.
2. One additional Division Representative shall be appointed for having 50 through 250 members in a Division and then one additional representative shall be appointed for each additional increment of 250 members.
3. Unless otherwise specified by the individual Divisions, the Division Presidents shall appoint their representatives.
4. Representatives will be based on membership at the beginning of each fiscal year.

~~(j)~~ (j) Chapter Presidents or their designated ICA member representatives. The representative must be a member of that ICA Chapter.

~~(k)~~ (k) Regional Representatives, one representing each ICA region, or their designated ICA member representatives. The representative must be from that Region.

Section 2. Powers and Functions of the Governing Council.

The Governing Council shall:

- (a) establish policies and procedures to govern the affairs of the Association.
- (b) formulate operational policies appropriate for executive action and direct the execution thereof.
- (c) grant and revoke Division and Chapter charters.
- (d) act on the reports of Divisions, Chapters, Standing or Special Committees, Commissions, or Task Forces as are responsible to the Governing Council.
- (e) adopt and amend Bylaws.

- (f) exercise such other powers and functions as may be necessary or desirable in the best interests of the Association that are not in conflict with the Bylaws.
- (g) identify issues and establish priorities for professional advocacy relating to problems pertinent to the Association.
- (h) establish professional directions for the Association in accordance with the Strategic Plan.

Section 3. Meetings of the Governing Council.

- (a) The Governing Council shall meet at least two times per year with one meeting held prior to the annual Conference and one meeting held prior to the annual Leadership Transition Meeting. Expenses incurred while participating in Governing Council meetings will be paid by ICA in accordance with Governing Council policies and procedures.
- (b) The President of the Association shall preside at meetings of the Governing Council, and in the President's absence, the President Elect shall preside.
- (c) The quorum for a Governing Council meeting requires that a minimum of 20% of the voting members be present. A member of a region, division or chapter who cannot attend must send a substitute from that entity who is an ICA voting member to attend and vote in their stead. No attendee may represent more than one vote.
- (d) For every meeting of the Governing Council each Division, Chapter, Officer of the Association, Standing or Special Committee, Commission, or Task Force as specified in the Bylaws of the Association shall make a report to the Governing Council and the membership. These reports must be written and shall be transmitted electronically.

Section 4. Executive Committee.

(a) *Composition.* The Executive Committee shall consist of the President, President Elect, President Elect-Elect, Immediate Past President, one Division President elected for a ~~one-year~~ **one-year** term by the Division Presidents ~~elected~~ from among their number, one Regional Representative elected for a ~~one-year~~ **one-year** term by the Regional ~~Elected~~ Representatives from among their number, one representative elected for a ~~one-year~~ **one-year** term from the Chapter Representatives from among their number, one Past Presidents' Representative elected for a one year term from among their number, ~~Association Director~~ **Association Administrator** (ExOfficio, non-voting), the Treasurer (Ex-Officio, non-voting), the Secretary (ExOfficio, non-voting), and Parliamentarian (Ex-Officio, non-voting). The Division President, Regional Representative, Chapter Representative, and Past President Representative shall be elected by their respective bodies at the Governing Council meeting preceding the start of the new governance year. **If a quorum is not present, they may be elected by electronic ballot.**

(b) *Powers and Functions.* The Executive Committee shall act for the Governing Council within policies as may be established by the Governing Council. The Executive Committee shall function primarily to address those issues which are necessary for the efficient day-to-day operation of ICA and to make recommendations to the Governing Council. All actions and activities of the Executive Committee shall be communicated to the Governing Council through approved minutes, which are to be transmitted or posted to the ICA website within 15 days of an Executive Committee meeting. ~~The actions taken by the Executive Committee must be submitted for ratification by a quorum of the Governing Council at the next Governing Council meeting.~~ **An exception such as an expenditure up to \$1,000 for emergent needs (day-to-day operations) needs respective parties (ie. office staff, personnel committee) must have the ability to sign contracts, conference-related expenses, hire temporary staff without convening a Governing Council.**

(c) *Meetings.* Meetings of the Executive Committee shall be held at least twice during the governance year. Other meetings may be called by the President or the Governing Council. Each voting member of the Executive Committee shall have one vote. A quorum shall consist of a majority of the voting members of the duly constituted body. Expenses incurred while participating in Executive Committee meetings will be paid by ICA in accordance with Governing Council policy.

ARTICLE VI Divisions

Section 1. Organization of Divisions.

- (a) The Association shall include Divisions representing specialized areas of professional counseling practice.
- (b) A Division shall consist of at least 25 members in good standing.
- (c) A division shall have a minimum of 2 officers which must be elected in accordance with the Division's own by-laws or by the Division's membership. A minimum of 3 votes must be cast to validate the election.

Section 2. Formation of Divisions.

- (a) The Governing Council shall have the power to grant charters to Divisions in accordance with standing rules established by the Governing Council relative to the formation of new Divisions.
- (b) Prior to its chartering as a Division, an organization shall demonstrate the following to the satisfaction of the Governing Council:
 - 1. It is organized in accordance with the Bylaws of the Association.
 - 2. It is identified in its governing instruments, letterhead, and similar written materials as "A Division of the Illinois Counseling Association."
 - 3. Its statement of purpose in its governing instruments is in accord with that of the Association.

Section 3. Autonomy of Divisions.

- (a) A Division of the Association shall be free to conduct its own affairs, but shall do so only in compliance with the Bylaws of the Association.

(b) A Division of the Association may adopt its own name with the approval of the ICA Governing Council.

(c) A Division may set its own criteria for membership.

~~(e)~~(d) All Division members must be members of ICA.

Section 4. Reports.

Each Division shall transmit to the President and the Association ~~Director~~ Administrator of the Association the names of its officers on or before the Transition Meeting. Each Division shall transmit an annual report to the Governing Council and the membership. These reports may be transmitted electronically.

Section 5. Involuntary Inactivation of a Division.

Any Division that does not, on or before the annual ICA Transition meeting:

- (a) Hold valid elections for officers. To be a valid election the division must accept nominations, conduct an election, have at least 3 division members vote in that election.
- (b) Submit to the ICA President and the ICA Association ~~Director~~ Administrator the names of the divisions elected officers. The number of officers and positions must be consistent with the bylaws of the specific division and cannot be less than two elected officers.
- (c) Submit an annual report.
- (d) Submit a copy of their current bylaws.
- (e) Meet the minimum membership requirement of 25 members.

- (f) Any Division that fails to submit the required documents will automatically become an inactive division at the conclusion of the transition meeting.
- (g) ICA shall collect dues on behalf of an inactive division for a probationary period of 12 months following the Division's deactivation.
- (h) An inactive division will be listed on the ICA website as inactive.
- (i) An inactive division will not have a voting representative at the ICA Governing Council.
- (j) An inactive division shall become an active division immediately upon becoming in compliance with this section.
- (k) An inactive division may be subject to having their charter revoked in accordance with Article VI, Section 5 of the ICA by-laws following the probationary period.

Section 6. Involuntary Revocation of a Charter.

The Governing Council shall have the power to revoke the charter of a Division when it is deemed in the best interest of the Association to do so.

- (a) Before final action may be taken with respect to the revocation of the charter of a Division, a notice of intent to revoke must first be passed by a majority of the members of the Governing Council present and the Division in question advised in writing of the reasons for the proposed action. The Division shall have until the next state Conference meeting of the Association (but in no case less than six months) to effect remedial measures or otherwise bring itself into compliance with the Bylaws of the Association.
- (b) ~~When there are 3 years of inactivity with less than 25 members either/or no elected officers the Division charter will be revoked. A two-thirds vote of the members of the Executive Committee Governing Council shall be necessary to revoke the charter of a Division. The voting may take place electronically.~~

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Section 7. Voluntary Withdrawal of a Division.

A Division may be withdrawn from the Association only in compliance with standing rules adopted by the Governing Council.

Section 8. Governing Council Composition for Divisions.

(a) *Divisions.*

1. The first Division Representative from each Division shall be the President of the Division. The name(s) of the Representative(s) shall be submitted in writing to the President and the Association ~~Director~~ Administrator on or before the Transition Meeting.
2. One additional Division Representative shall be appointed for having 50 through 250 members in a Division and then one additional representative shall be appointed for each additional increment of 250 members.
3. Each Division shall determine for itself the manner in which it will name the allotted representation to the Governing Council. **Representatives must be ICA and Division members.** Unless otherwise specified by the individual Divisions, the Division President shall appoint their representatives.
4. The Association ~~Director~~ Administrator will determine the number of representatives to which each Division is entitled for the following governance year based on the membership total verified as of July 1.
5. If a division does not name at least one representative to the Governing Council, that division will be declared inactive until such time as they are in compliance with the ICA Bylaws and Policies and Procedures.

ARTICLE VII Chapters

Section 1. Organization of Chapters.

- (a) The Association shall include Chapters which organize on the basis of a local geographic unit within the State of Illinois or those which have a special interest. Chapters having special interest in one of the Divisions of the Association may affiliate with the Division in a manner consistent with the governing instruments of the Division.

Section 2. Formation of Chapters.

- (a) The Governing Council shall have the power to grant charters to Chapters in accordance with standing rules established by the Governing Council relative to the formation of new Chapters.
- (b) Prior to its chartering as a Chapter, an organization shall demonstrate the following to the satisfaction of the Governing Council:
 - 1. It is organized in accordance with the Bylaws of the Association and has at least five members who are members of ICA and a total of 15 members.
 - 2. It is identified in its governing instruments, letterhead, and similar written materials as "A Chapter of the Illinois Counseling Association."
 - 3. Its statement of purpose in its governing instruments is in accord with that of the Association.
 - 4. Its governing instruments require that the chapter president ~~and at least 4 other members must be ICA members.~~ And ~~Each~~ of its officers is to be a member of the Association.

Section 3. Autonomy of Chapters.

- (a) A Chapter of the Association shall be free to conduct its own affairs, but shall do so only in compliance with the Bylaws of the Association.
- (b) A Chapter of the Association may adopt its own name.

Section 4. Reports.

Each Chapter shall transmit to the President and Association ~~Director~~ Administrator of the Association the names of its officers, and a list of members, on or before the Transition Meeting of the new governance year. Each Chapter shall transmit an annual report to the President of the Association. The reports shall be transmitted electronically to the general membership.

Section 5. Involuntary Revocation of a Chapter.

The Governing Council shall have the power to revoke the charter of a Chapter when it is deemed in the best interest of the Association to do so.

- (a) Before final action may be taken with respect to revocation of the charter of a Chapter, a notice of intent to revoke must first be passed by a majority of the members of the Governing Council present and the Chapter in question advised in writing of the reasons for the proposed action. The Chapter shall have until the next state Conference meeting of the Association (but in no case less than six months) to effect remedial measures or otherwise bring itself into compliance with the Bylaws of the Association.
- (b) ~~When there are 3 years of inactivity with less than 15 members either/or no elected officers the Chapter charter will be revoked A two-thirds vote of the voting members present at the Governing Council meeting shall be necessary to revoke the charter of a Chapter. The vote may take place electronically with a two-thirds vote of the entire Governing Council voting members.—~~
- (c) If a chapter does not provide the required documentation on or before the annual transition meeting, the chapter will be deemed inactive for that governance year or until the documentation has been received.

ARTICLE VIII Regional Representatives

Section 1. Term of Office.

- (a) There shall be a Regional Representative of the Association for each region represented on the map of ICA Regions in Illinois.

- (b) Regional Representatives shall serve a ~~three-year~~ three-year term of office.
- (c) If a region does not elect a representative to Governing Council at the beginning of the governance year, that region will be declared inactive ~~for that year.~~ until such time as a Regional Representative is elected.

ARTICLE IX Interest Networks

Section 1. ICA Interest Networks.

- (a) ICA may include one or more Interest Networks.
- (b) An ICA Interest Network shall consist of persons who organize on a statewide basis, in accordance with ICA Bylaws, policies and procedures, to promote a professional interest not otherwise provided for in the ICA structure.
- (c) Members who wish to initiate an ICA Interest Network shall submit a petition for recognition to the ICA Governing Council. Two-thirds of the votes cast by members of the Governing Council shall be necessary to grant recognition to an ICA Interest Network.

Section 2. Involuntary Revocation of Recognition of an ICA Interest Network.

The Governing Council shall have the sole power to revoke recognition of an ICA Interest Network when it is in the best interest of ICA to do so.

- (a) Revocation of recognition shall be in accordance with ICA Bylaws, policies, and procedures.
- (b) When there are 3 years of inactivity either/or no selected leaders of the Interest group they will be archived. ~~Two-thirds of the votes cast by members of the Governing Council shall be necessary to revoke the recognition of an ICA Interest Network. The vote may take place electronically.~~

ARTICLE X Business Affairs of the Association

Section 1. Finances.

- (a) The Financial Affairs Committee shall consist of the Treasurer, President, Immediate Past-President, President Elect, President Elect-Elect and the Association ~~Director~~ Administrator to oversee the financial affairs of the Association.
- (b) *Budget.* The Financial Affairs Committee shall present an Annual Budget to the Governing Council for adoption prior to the annual Transition Meeting.
- (c) *Expenditures.* Upon adoption of a budget, all accounts payable, being duly approved by the President, shall be paid by voucher or invoice signed by the President or Treasurer. For recurring bills to be paid automatically, a one-time voucher for the fiscal year will suffice. Vouchers can be transmitted and approved electronically. Payments may be made electronically or by credit card with an approved voucher.
- (d) No member, office administrator or staff, or outside contractor of the Association or partnered with the Association shall establish any debt in the name of the Association without prior approval of the Governing Council unless stated above.
- (f) The Governing Council shall authorize an independent audit of any ICA-related financial accounts.
- (g) *Audit.* An independent audit shall be conducted at the end of the fiscal year.

Section 2. Association Year.

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

Section 3. Disposal upon Dissolution.

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

- (a) A nonprofit organization or organizations which may have been created to succeed the Association, 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) or 501 (c) (6) of such Code.
- (b) A nonprofit organization or organizations having similar purposes as the Association 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) or 501 (c) (6) of such Code.

ARTICLE XI Committees

Section 1. Forming Committees.

The President, subject to confirmation by the Governing Council, shall name such standing and special committees, commissions, and task forces as may be needed to conduct the activities of the Association.

Section 2. Standing Committees.

(a) Appointment of Standing Committees.

1. All Committee members must be members in good standing with ICA.
2. Members may apply throughout the year to the ICA Association ~~Director~~ Administrator to join a general pool of committee volunteers.

3. Committee chairs will draw committee members from the general pool of volunteers for involvement in specific activities of the individual committees. Committee chairs will make contact with committee members at large for involvement in specific activities of the individual committees. If the volunteer base is not adequate, the committee chairs will have the responsibility to contact ICA members to assist in completion of specific tasks.
4. The President Elect will appoint the chairs of the committees, who will begin their terms the next July 1 at which time the President Elect becomes President. The chair either will have been on the committee or will have experience relevant to the committee's work.
5. The ICA ~~president~~ President will make every effort to appoint committee members equitably across divisions and from members at large.
6. In the event the ICA President determines that a committee member or a chair is not meeting committee responsibilities, the President shall take the following steps:
 - i. Consult with the committee chair.
 - ii. Allow the member or chair to resign if present responsibilities preclude continuing on the committee, or ask the member or chair to resign if necessary.
 - iii. If a committee member or chair refuses to resign after being asked, the President has the authority to remove the member or chair. A committee chair may be removed without removing that person from the committee, or the chair can be removed as chair and also removed from the committee.
 - iv. Governing Council or Executive Committee approval to remove committee members or chairs is not required.
 - v. After the President has removed a committee member or chair, the President will appoint a replacement subject to the approval of the Executive Committee.

7. After vacancies occurring on committees due to reasons other than removal, the President will appoint a replacement, subject to the approval of the Executive Committee.

(b) *Committee Chairpersons.* Chairpersons shall be responsible for coordinating assigned tasks, operating within the budget, and submitting required reports of committee activities.

(c) *Reports.* Each committee shall submit a written report of its activities and status at each Governing Council meeting. These reports shall be submitted electronically.

ARTICLE XII The Annual Conference

Section 1. Conference Committee.

The Conference Committee shall consist of a Conference Coordinator, who shall be the ICA Association ~~Director~~ Administrator, the Program Selection Sub-Committee Chair, or Co-Chairs, Conference Event Chair in training (if applicable), the Conference Event Chair, the ICA President, the ICA President Elect, the ICA President Elect-Elect and the ICA Immediate Past President.

ARTICLE XIII Publications

Section 1. Publications Committee.

The Publications Committee shall consist of six members, including the Chairperson. In ~~addition~~ addition, the Editors of the *Journal of Counseling in Illinois* shall serve as Ex-Officio members without vote. The President shall appoint two members each year. Each appointment shall be for a term of two years.

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Section 2. Official Journal.

The *Journal of Counseling in Illinois* shall be the official journal of the Association and shall be distributed without charge to all members in good standing of the Association. The *Journal* shall be published yearly and shall be distributed electronically.

Section 3. Official Newsletter.

Contact shall be the official newsletter of the Association and shall be distributed without additional charge to all members in good standing of the Association. *Contact* shall be published at least ~~quarterly~~ **three times per year and** shall be available electronically to members. The fall issue of *Contact* may be combined with the annual conference brochure and articles of interest to ICA members, ~~and published as a magazine under the name of Illinois Counselor.~~

Section 4. Other Means of Communication.

The officers and the Association ~~Director~~ **Administrator** of the Association may use such electronic means as are available to communicate with the membership in the fulfillment of their assigned duties.

ARTICLE XIV Nondiscrimination

Section 1. Nondiscrimination.

There shall be no discrimination against any individual on the basis of ethnic group, race, religion, gender, sexual orientation, age, and/or disability.

Section 2. Inclusion Policy.

We welcome into our Association and encourage the participation of all individuals who are promoting the development of the counseling profession regardless of age, gender, gender identity, race, cultural background, religion, physical ability, sexual orientation, professional status, geographic location, and all other characteristics that make our members unique.

ICA actively promotes inclusion, recruitment, and retention in every aspect of the Association— including but not limited to membership, leadership, and committees. We strive to cultivate an association of excellence built on encouragement, affirmation, and mutual respect. The Association is committed to proactively rejecting and denouncing prejudice and stereotyping whenever it is encountered in the profession.

ARTICLE XV Bylaws

Section 1. Amendments.

These Bylaws may be amended by a two-thirds (2/3) vote of the voting members present at the Governing Council meeting. The vote may take place electronically with a two-thirds vote of the entire Governing Council voting members.

- (a) Proposed amendments may be originated by the By-Law Committee, Governing Council, **the Executive Committee**, the Executive Body of a State Division or Chapter, or by an individual member, provided that in the case of an individual member, the proposed amendment shall be presented over the signature of at least 50 members in good standing.
- (b) All proposed amendments must be introduced and submitted in writing to the Governing Council.
- (c) Ratification of, or voting on proposed amendments may take place at the next Governing Council meeting or by ~~mail ballots~~ ~~or~~— electronic voting provided at least 30 days have elapsed since their introduction.
- (d) Ratified, or approved amendments shall take effect immediately following ratification by the Governing Council, or, in the case of ~~mail or~~ electronic ballots, at 12:01 am on the day following certification by the Secretary of the Association that a sufficient number of votes in favor of ratification have been received.

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-Harper Collins) shall govern the proceedings of all bodies of the Association except where otherwise specified in these Bylaws.

Section 2. Parliamentarian.

The Parliamentarian shall without vote advise the President and Governing Council regarding parliamentary law and parliamentary procedure.

Approved: April 6, 1991

Amended: November 25, 1995

Amended: November 5, 1997

Amended: September 11, 2000

Amended: March 9, 2001

Amended: March 8, 2003 Amended: July 9, 2004 Amended April 12, 2008.

Amended July 7, 2012

Amended November 8, 2012

Amended July 11, 2014

Amended November 12, 2015

Amended November 9, 2017

Amended November 7, 2019

Amended November 7, 2024