

## **ARTICLE I – Name**

**Section 1.** The name of this Association shall be the Virginia Counselors Association (hereafter referred to as Branch).

**Section 2.** This Association is organized as The Virginia Branch of the American Counseling Association and is a member of the American Counseling Association Southern Region. The name of the Virginia Branch shall be employed in connection with all official business and activities of the Association. The name of the Virginia Branch shall not be used by organizations or agencies without the approval of the Board of Directors. **Section 3.** The Virginia Branch shall be autonomous in the conduct of its affairs, consistent with the by-laws of the American Counseling Association (ACA).

## **ARTICLE II – Purpose**

**Section 1.** The purposes of the Virginia Counselors Association, acting in accordance with the purposes and objectives of the American Counseling Association, are to advance the professional and scientific discipline of counseling in the State of Virginia; to maintain, improve and encourage high professional standards and conduct in the field of counseling in Virginia; to unite persons engaged or interested in any phase of counseling in Virginia; to encourage and coordinate counseling activities in Virginia, functioning through public or private agencies; to function as a central clearing agency for pertinent information related to present or contemplated counseling programs in Virginia; to disseminate information and focus public attention on legislation which would in any way affect counseling activities in Virginia; to encourage research, creative, and experimental activities, and the publishing of educational and professional literature; and to conduct educational and professional meetings, workshops, and conferences.

## **ARTICLE III - Membership**

### **Section 1. Individual Membership.**

Membership in the Virginia Counselors Association shall be individual.

### **Section 2. Types of Membership.**

(a) Professional. Any individual who holds a master’s degree or higher in counseling or a closely related field from a college or university accredited by the Council for Higher Education Accreditation, and who actively engages in (or is interested in) counseling. A professional member shall be eligible to vote.

(b) Regular. Any individual whose interest and activities are consistent with those of the Association but who do not meet the criteria for professional membership. A regular member shall be eligible to vote.

(c) New Professional. Any individual who meets the qualifications for a regular member and was holding a student title within the previous 12 months prior to graduating from a counseling program. This newly graduated student as a new professional may hold this classification for up to two years, shall pay reduced dues as determined by the VCA Board of Directors, and shall be eligible to vote.

(d) Student. Any individual who is a full - or part -time student in a program related to counseling, may become a student member of the Branch upon verification of student status. A student member shall pay reduced dues as determined by the VCA Board of Directors and shall be eligible to vote.

(e) Emeritus: VCA members who have had an active membership in VCA for 10 of the past 15 years, who have reached the age of 55 and are retired from active service as a counselor or human development provider, and who have made significant contributions to our profession as attested to by a letter of support from the individual's chapter or division, may be given Emeritus status on the vote of the VCA Board of Directors. Recommendations for Emeritus Status will come to the Board of Directors from Chapters and Divisions, along with a fee as established by the board. Emeritus members will receive all services and benefits afforded regular members. The membership annual fee will be waived. Emeritus members will have to file a membership renewal form each year

(f) Retired: VCA members may apply for retired status after reaching the age of 55 and retiring from the counseling profession. Persons who are granted retired status will have a membership fee one-half (1/2) the amount of the dues paid by regular members. Members must apply for retired status to the VCA office.

### **Section 3. Procedure.**

Applicants for Branch membership should direct their applications to the Director of Member Services & Operations of the Association.

### **Section 4. Dues.**

(a) Dues for members of the Association shall be reassessed every three years by the Board of Directors. Dues changes shall be recommended by the Executive Committee of the Board and shall be approved by the Board of Directors.

(b) A membership will last for 12 months.

(c) A member who has been dropped from the Association rolls may become active by paying current dues.

(d) Chapter and Division dues shall be established by Chapters and Divisions.

### **Section 5. Professional Misconduct.**

(a) Members shall refrain from conduct injurious to the good name of the organization, that disturbs its well-being, or hampers it in its work.

(b) Breaches of Order in a meeting or abuse of authority by the chair shall be addressed via parliamentary procedure using Roberts Rules of Order (current edition) and may result in warning, call to order, naming, or expulsion. Expulsion requires a 2/3 vote of the members present.

(c) In Offenses elsewhere than a meeting, to include removal from executive, chapter, division, or interest section office and other remedies for dereliction of duty or misconduct, every effort shall be made to obtain a satisfactory solution of the matter informally.

(d) To initiate disciplinary proceedings involving a member: a member may offer a resolution requesting an investigation into the conduct of another member at a meeting of the Executive Committee and informal resolution should be sought if possible.

(e) If there is no satisfactory solution, and the offense requires investigation and fair disciplinary action, Roberts Rules of Order (current edition) will be followed and may include (1) confidential investigation by committee; (2) report of the committee and referral of charges if warranted; (3) formal notification of the individual charged; (4) trial in executive session; and (5) the assembly's review of a trial committee's findings.

(f) Neither the society nor any of its members have the right to make public the charge of which an officer or member has been found guilty, or to reveal any other details connected. To make any of the fact's public may be considered libel/slander.

## **ARTICLE IV - Officers**

### **Section 1. Officers and Terms of Officers.**

(a) The officers of this Association shall be the President, President-elect, Immediate Past President, Secretary, Secretary-elect, Treasurer, and Treasurer-elect.

(b) All officers of the Association shall be elected at large from among the members of the Association. They must hold ACA membership and they shall serve for one-year terms, commencing July 1, or until their successors are elected.

(c) The President-elect shall automatically become President of the Association one year after commencement of the office as Presidentelect, or upon the death or resignation of the President. The Secretary-elect shall automatically become Secretary of the Association one year after the commencement of the term in office as Secretary-Elect, or upon the death or resignation of the Secretary. The Treasurer-elect shall automatically become Treasurer of the Association one year after the commencement of the term of office as Treasurer-Elect, or upon the death or resignation of the Treasurer.

(d) If any officer-elect should resign or be unable to serve by the beginning of their term of office, the next ranking candidate on the election return shall assume that position. If that person is unable, unwilling or ineligible to serve, then the Board of Directors or the Executive Committee shall have the authority to appoint a person to fill the term of office.

(e) Appointed officers shall execute the business of the Association as specified in these by-laws.

(f) An elected officer shall not be a candidate for the same office for at least five years, except, however, that an officer-elect succeeding to an office by reason of death or resignation of the officer shall serve the full one-year term in addition to serving the unexpired term of the resigned or deceased officer.

(g) An elected Association officer may not simultaneously hold an elective office in a Branch Chapter or Division.

## **Section 2. VCA Staff.**

The Board of Directors may empower the Executive Committee to hire staff. When so authorized, the Executive Committee may hire staff to support the mission and to ensure the efficient day to day operation of the Association.

## **Section 3. Qualifications of Officers.**

A candidate for President-Elect, Secretary-Elect, or Treasurer-Elect of VCA shall have been a member of the association for a minimum of two years prior to running for office and have held leadership position(s). Membership dues will have been paid each fiscal year during the prior two years. They shall hold membership in Virginia Counselors Association and the American Counseling Association.

(a) A candidate for president elect must not have held the office of president for the previous five years from the start of their anticipated term, except, however, that an officer-elect succeeding to an office by reason of death or resignation of the officer shall serve the full one-year term in addition to serving the unexpired term of the resigned or deceased officer.

(b) A candidate for Secretary and Treasurer shall not be a candidate for the same office for at least two years, except, however, that an officer-elect succeeding to an office by reason of death or resignation of the officer shall serve the full one-year term in addition to serving the unexpired term of the resigned or deceased officer

## **Section 4. Duties of Officers.**

(a) The President shall be the chief elected officer of the Association, shall preside at all meetings of the Association, all meetings of the Board of Directors and the Executive Committee of the Board of Directors. The President shall appoint the chair(s) of all committees, except as otherwise specified in the bylaws, and shall be an ex-officio member of all committees, except the Nominations and Elections Committee. The President shall endeavor to represent the State Branch at the American Counseling Association Southern Region and American Counseling Association meetings. The President shall transmit all amendments to Branch bylaws and a written annual report to the ACA President.

(b) The President-elect shall perform the duties of the President in the absence or incapacity of the President, and such other duties as the President or Board may designate.

(c) The Secretary shall record all proceedings of the Association, shall handle correspondence as directed by the President, and shall transmit to the President of ACA the names of officers upon their election or appointment, archive minutes, and such other duties as the President or the Board may designate.

(d) The Secretary-elect shall perform the duties of the Secretary in the absence or incapacity of the Secretary, and such other duties as the President or the Board may designate.

(e) The Treasurer shall perform internal control procedures to monitor, review and report the association's financial accounts and records, and such other duties as the President or the Board may designate.

(f) The Treasurer-elect shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer, and such other duties as the President or the Board may designate.

### **Section 5. Compensation and Expenses of Officers.**

(a) None of the officers of the Association shall receive any compensation for services to the Association. The necessary expenses of the elected officers of the Association may be paid from the funds of the Association in accordance with the approved budget.

(b) The Treasurer or the designated VCA employee shall authorize payment of the normal expenses for the Association. Payment for unbudgeted expenses must be approved by the Board of Directors.

## **ARTICLE V - Board of Directors**

### **Section 1. Composition of the Board of Directors.**

(a) The members of the Board of Directors shall be President, President-elect, immediate Past-President, Secretary, Secretary-elect, Treasurer, Treasurer-elect, chairs of the Chapter and Division/Interest Section Councils, and the Presidents of the Chapters, Divisions and Interest Sections.

(b) The President shall serve as Chair of the Board of Directors.

(c) The Board of Directors or President may invite the attendance of committee chairs and resource persons as deemed necessary. These committee members and resource persons shall be ex-officio members without vote unless they are otherwise elected.

### **Section 2. Functions of the Board of Directors.**

(a) The Board of Directors shall formulate and approve policies within the provisions of the bylaws of the Association.

(b) The Board of Directors shall formulate policies appropriate for executive action and direct their execution.

(c) The Board of Directors is responsible for execution of the Association business between general meetings in accordance with the bylaws of this Association, or as assigned to them by a vote of the membership.

(d) The Board of Directors is responsible for decision making, or making appropriate referrals for decisions.

(e) The Board of Directors shall take charge, control, and manage all assets acquired by the Association.

(f) Robert's Rules of Order, latest edition, shall prevail in all VCA business, except where inconsistent with VCA Bylaws, which would then take precedence.

### **Section 3. Meetings of the Board of Directors.**

(a) The Board of Directors shall meet often enough to carry on the business of the Association but shall meet not less than twice a year. The meetings shall be held at such time and place as designated by the President.

(b) The Board of Directors must have a quorum of not less than one-half of its membership to carry on the business of the Association. No more than three (3) proxy votes, duly designated in writing, may be counted in determining a quorum

(c) Meetings of the Board of Directors shall be called by the President, or by any three members of the Board of Directors. Fifteen days' notice of a meeting of the Board of Directors shall be given to each member, and such notice shall, as far as is practical, contain a statement of the business to be transacted at such meetings.

### **Section 4. Executive Committee.**

The Executive Committee of the Board of Directors shall consist of the President, PastPresident, Secretary, Secretary-elect, Treasurer, Treasurer-elect and Chairs of the Chapter and Division/Interest Section Councils. The Executive Committee shall act for the Board of Directors but within the limits of such written policies as may be established by the Board of Directors. The President of the Branch shall call and preside at meetings of the Executive Committee.

### **Section 5. Standing Committees.**

The Association shall have the following standing committees, each of which shall perform such functions as may be prescribed by the Board of Directors and by these bylaws:

**Advocacy Relations.** The Advocacy Relations Committee shall be responsible for monitoring, reviewing, and taking appropriate action in consultation with the President or Board of Directors regarding state legislation and public policy.

**Awards.** The Awards Committee shall be responsible for implementing and following the procedures for the branch and national awards.

Convention. The Convention Coordinating Committee is responsible for proposing and implementing convention policies and procedures.

Ethics. The Ethics Committee shall be responsible for promoting ethical standards and behavior of Branch members.

Racial Justice and Diversity Committee. The Racial Justice and Diversity Committee is responsible for promoting Racial and Social Justice across the organization and branch members.

Journal. The Journal Committee is responsible for the annual publication of the referred Branch journal.

Membership. The Membership Committee shall consist of at least five (5) members who shall serve three (3) year terms. At least one member shall rotate off the committee annually. One of the members shall be appointed Chair of the committee. The Director of Member Services & Operations shall be an exofficio member of the committee. This committee shall be responsible for membership recruitment, retention, and member services.

Newsletter. The Newsletter Committee is responsible for the quarterly publication of the Branch newsletter.

Nominations and Elections. The Nominations and Elections Committee shall develop and implement fair nominations and elections.

### **Section 6. Special Committees.**

Special Committees to perform specific tasks may be appointed at the President's discretion

## **ARTICLE VII - Divisions**

### **Section 1. Organization of State Divisions.**

Existing national divisions of ACA may be chartered within the state, provided the following requirements are met:

- (a) A group of division members must indicate a desire to form a State Division.
- (b) An organization Committee must set up purposes, objectives, and plans for organization.
- (c) A letter of intent must be drafted and signed by this Committee and forwarded to the Branch Board of Directors for its approval, as well as to the National Division.
- (d) The Branch must notify the National Division of ACA of its approval of the formation of each Division.
- (e) The charter for these Divisions shall be granted by the National Division at the National Convention.

## **Section 2. State Division Officers.**

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

## **Section 3. Membership.**

All members of a State Division 19 must hold concurrent membership in the Branch.

## **Section 4. Dissolution of a Division.**

Divisional status may be revoked by a two-thirds vote of the Branch membership at a regular business meeting if the Division fails to provide organized programs or services or if its membership drops below fifteen (15). Such a Division must receive written notice at least thirty (30) days prior to the meeting at which such action might be taken. Representatives of the Division may present evidence that the Division is fulfilling its purposes satisfactorily.

## **Section 5. Division/Interest Council.**

Each division will be represented on the division/interest council by their President. The divisions will select a chair who will represent them on the Executive Committee of the VCA Board of Directors.

# **ARTICLE VIII - Chapters**

## **Section 1. Organization of Chapters.**

A Branch Chapter shall consist of persons who organize on the basis of a local geographic area within a Branch. All members of a Branch Chapter must hold concurrent membership in the Branch. A Chapter may be established by petition to the 20 President, with a subsequent majority vote of the Board of Directors and a two-thirds vote of the members present at a business meeting. A Chapter must be composed of at least fifteen (15) Branch members.

## **Section 2. Chapter Officers.**

Elected Chapter officers shall be members in good standing of the Chapter and the Branch.

## **Section 3. Chapter Finances.**

A Chapter shall have control and management of funds as dispersed by VCA to be expended for local purposes.

## **Section 4. Dissolution of a Chapter.**

A Chapter may have its charter revoked by a two-thirds vote of the Branch membership at a regular business meeting, if the Chapter fails to provide organized programs or services or if its membership drops below fifteen (15). Such a Chapter must receive written notice at least thirty (30) days prior to the meeting at which such action might be taken. Representatives of the Chapter may present evidence that the Chapter is fulfilling its purposes satisfactorily.

## **Section 5. Chapter Council.**

Each chapter will be represented on the chapter council by their President. The chapters will select a chair who will represent them on the Executive Committee of the VCA Board of Directors.

## **Section 6. Bylaws**

Each chapter shall have bylaws, and chapter bylaws shall be consistent with the bylaws of VCA. Bylaws shall be filed with the VCA office when a new division is initiated or bylaws are revised.”

# **ARTICLE IX - Interest Sections**

## **Section 1. Organization of State Interest Sections.**

An Interest Section may be established to promote a professional interest not otherwise provided for in the Divisional structure of ACA. The guidelines for chartering an Interest Section are: A group of individual members may petition the President indicating a desire to form an Interest Section. The group wishing to initiate an Interest Section must set up purposes, objectives, Mission statement, and develop bylaws of the Interest Section. A proposed Interest Section which is already established in Virginia as a separate professional association and has a desire to join VCA should submit the following credentials: Letter to the President stating the association’s request to become an Interest Section; Mission statement, purposes, and objectives of the organization; Bylaws of the organization; List of any national or state organizations with whom the organization is affiliated; Information concerning the educational background, training, and work settings of the organization's members; and a List of the officers and Council. Each Interest Section will be represented on the Division/Interest Section Council by their President. The divisions and interest sections will select a chair who will represent them on the Executive Committee will review the credentials of the proposed Interest Section and will make a recommendation to the Board of Directors. A majority vote of the Board of Directors and a two-thirds vote of the members present at a business meeting is required for action on an Interest Section petition.

## **Section 2. State Interest Section Officers.**

All officers of a State Interest Section shall be members in good standing of the Branch.

## **Section 3. Membership.**

All members of a State Interest Section shall hold concurrent membership in the Branch.

## **Section 4. Dissolution of an Interest Section.**

An Interest Section may have its charter revoked by a two-thirds vote of the Branch membership at a regular business meeting if the Interest Section fails to provide organized programs or services or if its membership drops below fifteen (15). Such an Interest Section must receive

written notice at least thirty (30) days prior to the meeting at which such action might be taken. Representatives of the Interest Section may present evidence that the Interest Section is fulfilling its purposes satisfactorily.

### **Section 5. Division Council/Interest Section**

Council. Each Interest Section will be represented on the Division/Interest Section Council by their President. The divisions and interest sections will select a chair who will represent them on the Executive Committee Council. Each Interest Section will be represented on the Division/Interest Section Council by their President. The divisions and interest sections will select a chair who will represent them on the Executive Committee

### **Section 6. Bylaws**

Each interest section shall have bylaws, and interest section bylaws shall be consistent with the bylaws of VCA. Bylaws shall be filed with the VCA office when a new division is initiated or bylaws are revised.

## **ARTICLE X - Nominations and Elections**

### **Section 1. Committee Appointment.**

The Nominations and Elections Committee shall be appointed by the Executive Committee. The Immediate Past-President shall serve as Chair. There shall be no fewer than five and no more than eight persons appointed. As nearly as possible, divisional, geographic, gender, ethnic and racial minority representation and representing the membership and commonwealth accurately will be important considerations.

### **Section 2. Nominations.**

The Nominations and Elections Committee shall solicit nominees for eligibility and willingness to serve, screen, verify eligibility, and present a final slate of nominees containing two eligible names for each office.

### **Section 3. Elections.**

Biographical information for each candidate with election ballot instructions shall be posted on the website and be distributed via e-mail to the membership no later than April 15. Members without a valid e-mail address will be mailed a postcard notification of elections with instructions on how to vote. Members may vote electronically via the secure, passwordcontrolled website until 11:59 p.m. EST on April 30, or they may request an alternative ballot (paper, electronic, facsimile) from the VCA office. Alternative ballots mailed to the VCA office must bear a postmark no later than April 30 or be received by the VCA Office via e-mail or facsimile no later than 11:59 p.m. EST on April 30. Election results shall be tallied by the VCA office and communicated to the nominations and elections chair no later than May 10. Provisions shall be made for write-in candidates.

## **ARTICLE XI - Meetings of the Membership**

### **Section 1. Annual Meeting.**

There shall be an annual meeting at which the Association's business shall be conducted. The time and place of the meeting shall be determined by the Board of Directors. The meeting will be electronic live or recording of annual meeting.

### **Section 2. Special Meetings.**

Special meetings may be called at any time by the President, with the approval of the majority of the Board of Directors.

### **Section 3. Notice of Meetings.**

An announcement of each meeting shall be sent to each member via multiple electronic sources and/or preconvention materials, at least thirty (30) days prior to the date of such meeting.

### **Section 4. Quorum for Meetings.**

The members present at any Association meeting for which an announcement has been made shall constitute a quorum for the transaction of business.

## **ARTICLE XII - ACA Representation**

### **Section 1. ACA.**

The Virginia Branch has no direct representation as such in ACA executive or legislative bodies. Possibilities for representation exist through elections conducted by the American Counseling Association Southern Region (ACASR).

### **Section 2. American Counseling Association Southern Region.**

The President may nominate Branch members for American Counseling Association Southern Region elected offices.

### **Section 3. Representation by the President.**

The President or a designee appointed by the President shall represent the Branch as its delegate in meetings of the American Counseling Association Southern Region and special business sessions called during the national meeting of ACA. Section 4. Dues. The Association shall pay assessed dues to the American Counseling Association Southern Region.

## **ARTICLE XIII - Association Business Affairs**

### **Section 1. Budget.**

(a) At the final meeting for the fiscal year of the Board of Directors, the Budget Committee, consisting of the President, President-elect, Treasurer, Treasurer-elect and the designated VCA employee (an ex-officio member of this committee) shall submit a budget for consideration and approval by the Board of Directors. The Treasurer Shall Chair this Committee. A report of the approved budget shall be posted with meeting minutes and made available to Association members.

(b) The Board of Directors shall adopt an annual budget.

(c) The Budget may be amended by a 2/3 vote of the Executive Committee or Board of Directors during the fiscal budget year

(d) Misappropriation. Any Executive Board Member who knowingly participates in misappropriation of Association funds will be subject to removal from office and dismissal as a Member.

### **Section 2. Financial Review.**

An official financial audit shall be performed at least every 3 years for all Association accounts by an independent accounting agent or organization. The VCA Treasurer shall present a report of said compilation for review and consideration by the Executive Committee.

### **Section 4. Not-for-Profit Organization.**

This Association is granted exempt status by the Internal Revenue Service under Section 501(c)(6) effective February 1969, or as amended.

### **Section 5. Disposal of assets upon Dissolution.**

In the event the Association ceases to do business and is dissolved, none of its property shall be distributed to any of the members, and all of such property shall be transferred to one or more corporations, trusts, or organizations as the Board of Directors shall determine to have purpose and activities most nearly consonant with those of the Association, provided that such other organizations shall be exempt under Section 501 (c)(3) of the Internal Revenue Code, or corresponding provisions of the Internal Revenue Laws.

## **Article XIV-Amendments**

### **Section 1. Procedure for Amendment.**

(a) Except as provided in Section 2 below, amendments to the bylaws may be acted upon only at the annual business meeting of the Association.

(b) Amendments may be initiated by (1) the Executive Committee or Board of Directors, (2) a group of members who submit a request in the form of a petition signed by at least 10% of the current membership, or (3) the President may appoint the Bylaws Committee or ad hoc committee to consider a revision or amendment, or (4) A chapter, division, or interest section may initiate an amendment( c) Any proposed amendment must be submitted to the Members with a full and complete summary of the proposed amendment including rationale at least thirty (30) days prior to the annual meeting at which the proposed change is to be considered, d) an amendment may be adopted by a two-thirds vote of the membership present at the annual business meeting. Any amendments to such proposed amendments or any amendments not presented in writing to all members of the Association thirty (30) days in advance of the annual meeting may be adopted by at least a four-fifths vote of the members present.

### **Section 2. Postal or Electronic Ballot.**

If a proposed amendment is desirable before the next annual meeting, the board of directors may approve a postal or electronic ballot. The ballot shall include a written presentation of the amendment. If two-thirds of the members returning ballots within the succeeding thirty (30) days vote affirmatively, the amendment shall be adopted

### **Section 3. Report to ACA.**

(a) Amendments to the bylaws shall be reported by the VCA President to the ACA President for approval by the ACA Board of Directors

(b) The Effective Date of an adopted amendment shall be the date that ACA's Governing Council has approved the amendment as consistent with ACA Bylaws.

(c) The amendment and date of effect shall be reported to the membership within thirty (30) days of adoption

### **Section 4. Amendments to Basic Documents.**

Amendments to Policy Manual, Standing Rules, Division, Regional Chapter, or Interest Group By-Laws or other basic documents shall be reported in writing to the President of the Association and submitted for approval by the Executive Committee or Board of Directors. Amendments shall become effective 30 days after their approval by the Board.

Section 5. The Executive Committee or Board of Directors may, without Member approval, adopt an amendment to these Bylaws that has as its sole purpose conforming to a change in the ACA Bylaw.

The President will report the adoption of such a conforming amendment to the Members within 30 days following approval.

## **ARTICLE XV - Rules of Order**

### **Section 1. Robert's Rules of Order**

The most recent edition of Robert's Rules of Order shall govern the proceedings of the Association not otherwise specified in the bylaws.

## **ARTICLE XVI - Date of Effect**

### **Section 1. Date of Effect.**

These bylaws and any amendments thereto become effective immediately upon adoption by a vote of the membership and approval by ACA, as specified in Article XIV, in accordance with the procedures as established in these revised bylaws.

Approved November 2021