

South Dakota Counseling Association By-Laws (Updated and Approved by ACA 2015)

ARTICLE I. Name and Purpose

Section 1. Name.

The name of this Association shall be the South Dakota Counseling Association. This association is a branch of the American Counseling Association.

Section 2. Use of Name.

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

Section 3. Purpose.

The purposes of this Association shall be:

- (a) To advance the scientific discipline of guidance, counseling and personnel work;
- (b) To conduct and foster programs of education in the field of guidance, counseling and personnel practices in the interests of society by stimulating guidance, counseling and personnel work;
- (c) To publish scientific, educational, and professional literature;
- (d) To advance high standards of professional conduct;
- (e) To conduct scientific, educational and professional meetings and conferences.

ARTICLE II. Membership

Section 1. Membership in the State Branch shall be of one type - individual.

Section 2. Individual Membership shall be Professional, New Professional, Affiliate, Student, or Retired

(a) **Professional:** Membership is available to any person that has earned a Master's Degree or higher in professional counseling, and who is actively engaged in counseling practice and/or education. All such persons shall become a Professional Member of the State Branch upon payment of dues, and will end the last date of the Association's fiscal year. Professional Members shall be able to attend meetings and hold office in the Association.

(b) **New Professional:** Membership is open to individuals that have graduated with a Master's or Doctorate Degree in Professional Counseling within the last 12 months. A person is eligible only one time for New Professional Status. All such persons shall become a New Professional Member of the Association upon payment of dues, and will end the last date of the Association's fiscal year. New professional members may attend meetings and hold office in the Association

(c) **Affiliate:** Membership is available to individuals whose interests, activities and/or professional backgrounds are consistent with those of the Association, but do not hold or in the process of earning a graduate level degree in the field of Professional Counseling. All such person's shall become Affiliate Members of the State Branch upon payment of dues, and will end the last date of the Association's fiscal year. Affiliate members may not hold office in the Association.

(d) **Student:** Membership is available to any person who is enrolled in an approved program in Professional Counseling and is currently enrolled may, with the endorsement of the student's major advisor, become a student member upon payment of State dues for students. Student members may hold office.

(e) **Retired:** Membership is available to any person who is retired from the Counseling Profession shall be eligible for retired membership status upon payment of one-third the regular dues rate.

Section 3. Dues

(a) Dues for members of the Association shall be recommended by the Executive Committee and established by action of the Board of Directors.

(b) Annual Area of Specialty and/or Chapter dues shall be established by the Area of Specialty or Chapter in accordance with its Constitution or By-Laws.

Section 4. Severance of Membership

(a) A member may be dropped from membership for any conduct that tends to injure the Association or to affect adversely its reputation or that is contrary to or destructive of its objectives according to By-Laws and Code of Ethics of the Association. Any member charged with engaging in any such conduct shall be given notice of the precise nature of the charge, shall be given the opportunity to present evidence, through witnesses or otherwise, shall be given the opportunity to confront witnesses and shall have the right to appeal to and have a hearing, limited to one hour in duration, before the Board of Directors, whose decision shall be final. The Committee on Ethics shall consider any charges made over the signature of two members in good standing and shall have the power to determine whether the charges are true, subject however to the right of any accused member to appeal to the Board of Directors from any final decision of the Committee on Ethics.

(b) A member may be dropped from membership for the nonpayment of dues.

ARTICLE III. Areas of Specialty and Interest Sections

Section 1. Organization of Areas of Specialty.

(a) The Association may include one or more Areas of Specialty representing the specialized areas of interest in guidance, counseling or personnel work.

(b) Areas of Specialty shall be organized in accordance with the By-Laws of the Association.

(c) The purpose of an Area of Specialty shall be in accord with those of the Association.

Section 2. Formation of Areas of Specialty. The Board of Directors upon recommendation of the Executive Committee shall have the power to charter an Area of Specialty and to grant them either provisional or permanent status. In accordance with the American Counseling Association Bylaws Article VII, Section 4. (A), an Area of Specialty must be chartered not only by the Branch, but also by the relevant ACA National Division.

(a) **Provisional Status.** An application to form an Area of Specialty may be filed with the Executive Committee by any group of ten or more eligible members. The granting of provisional status as an Area of Specialty to any such group shall be expressly conditioned upon the requirement that unless a total of fifteen Association members join the Area of Specialty within three years after the date on which provisional status is granted, such provisional status shall be rescinded.

(b) **Full Status.** Full status as an Area of Specialty and a charter may be granted to a provisional status group upon its having acquired fifteen or more Association members

In the event that membership of a permanent status Area of Specialty falls below fifteen Association members on June 30 of the Association year, the status of that Area of Specialty will be transferred to that of an Interest Section. The charter of that Area of Specialty may be revoked by action of the Board of Directors.

(c) An Area of Specialty president must be a regular or retired member in good standing (paying regular dues) of the South Dakota Counseling Association.

Section 3. Autonomy of Areas of Specialty.

(a) An Area of Specialty of the Association shall be autonomous in the conduct of its affairs, consistent with the By-Laws of the Association.

(b) An Area of Specialty of the Association may adopt its own name but in all instances shall identify itself as "An Area of Specialty of the South Dakota Counseling Association".

Section 4. Filing of Financial Report. Each Area of Specialty shall file a year-end financial report with the Association within 30 days after the end of the Association fiscal year for the just ended fiscal year.

Section 5. Adoption and Amendments to Basic Documents. Adoption and Amendments to any Area of Specialty's Articles of Incorporation, Constitution, or By-Laws shall be reported in writing within thirty (30) days after the effective date of their adoption to the Executive Director of the Association.

Section 6. Reports. Each Area of Specialty shall transmit to the Executive Director of the Association the names of its officers forthwith upon their election or appointment. Each Area of Specialty, at least thirty (30) days prior to the spring meeting of the Board of Directors, shall transmit to the Executive Director of the Association a written report of activities and status for consideration by the Board of Directors.

Section 7. Dissolution of an Area of Specialty. The Board of Directors shall have the power to revoke the charter of an Area of Specialty by a two-thirds vote of those present and voting at its meeting.

Section 8. Interest Sections. The Association may include one or more Interest Sections. An Interest Section shall consist of persons who organize on either a statewide or local basis in accordance with the By-Laws and policies of the Association to promote a professional interest not otherwise provided for in the Area of Specialty structure.

(a) The purposes and activities of an Interest Section shall be in compliance with the By-Laws of the Association.

(b) The Board of Directors shall have the power to grant or revoke Interest Section status pursuant to standing rules adopted for that purpose and agreement to comply with these rules in the future.

(c) An Interest Section shall be free to conduct its affairs but shall do so in compliance with the By-Laws of the Association and the standing rules. All officers of the Interest Section shall be members of the State Association.

(d) The President or a designee of the Interest Section shall be entitled to ex officio, non-voting participation on the Association's Board of Directors. An Interest Section may adopt its own name but in all instances shall identify itself as "An Interest Section of the South Dakota Counseling Association".

(e) An Interest Section may apply or reapply for Area of Specialty status no sooner than two years from the date it was given Interest Section status. Prior to the Board approving the status of Area of Specialty, the Interest Section must:

(1) submit proposed By-Laws which are not in conflict with those of SDCA

(2) submit financial reports from the past two years which provide support for the financial stability of the Interest Section

(3) submit a three-year strategic plan which is not in conflict with the SDCA Strategic Plan

(4) have maintained fifteen (15) Association members during the three immediately previous criterion periods which includes a complete board of officers

The Board can vote (two-thirds vote required) to accept the request for status change. The Interest Section will be given Area of Specialty status after approval from both SDCA and ACA.

ARTICLE IV. Chapters

Section 1. Chapters. A Chapter consists of persons who organize on the basis of a local geographical unit within the State in accordance with these By-Laws.

Section 2. Formation and Organization of Chapters.

(a) The Association may include one or more Chapters, each of which shall consist of at least fifteen (15) members by June 30 of Association year.

(b) No Chapter shall be organized or operated except in accordance with the By-Laws of the Association.

(c) The purpose of a Chapter shall be in accord with those of the Association. A chapter shall:

(1) Provide official representation in the SD Counseling Association for interested professional personnel of the area.

(2) Promote the development of the professional resources of the Chapter in order to better meet the needs of the persons served within the area.

(3) Provide a reference group for the sharing of mutual concerns and the development of professional growth experiences which are responsible to the expressed needs of the members.

(4) Encourage high standards of professional conduct by the members of the Chapter.

(d) The Board of Directors, upon recommendation of the Executive Committee, shall have the power to charter Chapters.

(e) A Chapter president must be a regular, student, or retired member in good standing (paying regular dues) of the SD Counseling Association.

Section 3. Autonomy of Chapter.

(a) A Chapter of the Association shall be autonomous in the conduct of its affairs, consistent with these By-Laws.

(b) A Chapter may adopt its own name, but in all instances shall identify itself as "A Chapter of the South Dakota Counseling Association".

Section 4. Filing of Financial Report. Each Chapter shall file a year-end financial report with the Association within 30 days after the end of the Association fiscal year for the just ended fiscal year.

Section 5. Reports. Each Chapter shall transmit to the Executive Director the names of its officers forthwith upon their election or appointment. Each Chapter, thirty (30) days prior to the spring meeting of the Board of Directors, shall transmit an annual written report, setting forth its activities and its status, to the Executive Director for consideration by the Board of Directors.

Section 6. Membership. Membership requirements in the Chapter shall be the same as those for SDCA.

Section 7. Officers and Terms of Office.

- (a) The officers of the Chapter shall be President, President-Elect, Secretary and Treasurer. (Secretary and Treasurer may be filled by the same person.)
- (b) All officers of the Chapter shall be elected at large from among the individual members of the Chapter and shall serve for one-year terms.
- (c) The President-Elect shall automatically become President of the Chapter one year after the commencement of the term of office as President-elect, or upon the death or resignation of the President.
- (d) The term of office of any elected officer shall be the same as officers of SDCA.

Section 8. Nominations and Election of Officers.

- (a) Nomination and election of officers shall be at the last regular spring meeting.
- (b) The name of any Regular member of the Chapter may be placed into nomination.
- (c) A plurality of all votes cast shall be necessary to constitute election.
- (d) Vacancies in office may be filled by special election exclusive of the President. (*See Section 7 (c)*)
- (e) Election shall be by secret ballot.

Section 9. Duties of Officers.

- (a) The President shall be the chief elected officer of the Chapter and shall preside at all meetings of the Chapter. The President shall represent the Chapter on the Board of Directors for SDCA or shall designate a chapter member to represent the Chapter.
- (b) The President-Elect shall perform the duties of the President in the absence or incapacity of the President
The President-Elect shall also serve as program chairperson for the Chapter meetings.
- (c) The Treasurer shall represent the Chapter in assuring the receipt and expenditure of funds.
- (d) The Secretary shall record the minutes of all meetings and execute official documents of the Chapter.

Section 10. Executive Council. The administration of the Chapter shall be in the hands of the Executive Council composed of the officers and the immediate past President. The powers and functions of the Executive Council shall be as follows:

- (1) To propose Chapter policies and recommend such policies to the membership for its consideration and action.
- (2) To formulate operational policies appropriate for executive action and direct the execution thereof subject to review by the membership.
- (3) To perform such other duties as may be delegated to it by the Chapter.

Section 11. Committees. The President shall have authority to name such standing and special committees as may be needed to conduct the activities of the Chapter. All chairpersons may be ex-officio, non-voting members of the Executive Council.

Section 12. Meetings. Meetings of the Chapter will be held at a minimum of four regular times a year. The time and place of the meeting or meetings shall be determined by the President after due consideration with the Executive Council.

Section 13. Dissolution of a Chapter. The SDCA Board of Directors shall have the power to place a Chapter on probation for failure to fulfill the basic requirements for a chapter. In such cases the chapter shall be notified in writing of the reasons for this action. If the chapter has not taken steps to correct the deficiencies within 60 days after being notified, the Board shall have the power to revoke the charter of a Chapter by a two-thirds vote of those present and voting at the Board meeting.

ARTICLE V. The Board of Directors

Section 1. Composition of the Board of Directors

- (a) The Board of Directors shall be composed of the following members:
 - (1) The President, the President-Elect and immediate Past President.
 - (2) The President or a designee of each Area of Specialty of the Association. Such representative shall be designated by the Area of Specialty.
 - (3) The President or a designee of each Chapter. Such representative shall be designated by the Chapter.
 - (4) The Executive Director of the Association shall be an ex-officio member of the Board of Directors.

(5) The Treasurer of the Association and Recording Secretary shall be appointed by the Board of Directors upon recommendation of the President of the Association and shall serve as ex-officio members.

(6) Each member shall have one vote except the Executive Director, Recording Secretary and Treasurer who shall serve without vote.

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

(a) The powers and functions of the Board of Directors shall be as follows:

(1) To establish policies to govern the affairs of the Association.

(2) To grant, deny, or revoke the charters of Areas of Specialty and Chapters.

(3) To act upon the reports of the Executive Committee, Areas of Specialty, Chapters, Standing Committees, and such special committees as are responsible to it.

(4) To establish the duties of and hire an Executive Director.

(5) To adopt and amend By-Laws.

(6) To act upon the annual budget proposed by the President.

(7) To approve appointments of the chairpersons of the standing committees as submitted by the President.

(8) To exercise such other powers and functions as may be necessary or desirable in the best interest of the Association, not in conflict with the By-Laws.

Section 3. Meetings of the Board of Directors

(a) The Board of Directors shall meet a minimum of four times annually, once at the state meeting, and three more times as arranged by the President. Meetings may also be called by a majority of the Board of Directors. Meeting agenda shall include but not be restricted to Governance, Professional Development, and Leadership Training.

(b) In order to conduct an official meeting the Board of Directors must have a quorum present consisting of a majority of the voting members of the Board of Directors. Votes upon changes to the By-Laws, approval of the annual budget, and dissolution of a Chapter or Area of Specialty must have a quorum present of at least two-thirds of the voting members.

(c) Alternates for Area of Specialty or Chapter representatives must identify themselves as official designees at the time the roll call is taken for Board Members present. No member may represent both an Area of Specialty and a Chapter at the same meeting, nor may the member represent more than one Area of Specialty or Chapter. Representatives must be members in good standing of the Area of Specialty or Chapter which they represent. Officers of the Association may not serve as official designees of an Area of Specialty or Chapter.

Section 4. Executive Committee

(a) The Executive Committee of the Board of Directors shall consist of the President, Immediate Past President, President-Elect, Executive Director, Recording Secretary, and Treasurer. The Executive Director, Recording Secretary and Treasurer shall serve without vote. The Executive Committee shall act for the Board of Directors during the interim between meetings of the Board of Directors but within the limits of such written policies as may be established by the Board of Directors. Its duties shall include:

(1) The Executive Committee shall act for the Board of Directors within policies as may be established by the Board of Directors. The Executive Committee shall function primarily to address those issues which are necessary for the efficient operations of SDCA where the time requirements necessitate immediate action. All actions and activities of the Executive Committee shall be communicated to the Board of Directors through minutes which are sent electronically within ten working days of an Executive Committee meeting. The actions taken by the Executive Committee must be submitted for ratification by the Board of Directors at the next Board of Directors meeting.

(2) The Executive Committee shall be responsible for conducting the evaluation of the Executive Director on an annual basis, for negotiating renewal of his/her contract, and for determining the recommended salary of the Executive Director which will be included in the annual budget of the Association pursuant to Board Policy.

ARTICLE VI. Officers of the Association

Section 1. Officers and Terms of Office.

(a) The officers of the Association shall be the President, President-Elect, Immediate Past President, Treasurer, Recording Secretary and Executive Director.

(b) All officers of the Association, except the Executive Director, Recording Secretary and Treasurer, shall be elected at large from among the individual members of the Association and shall serve for one-year terms or until their successors are elected.

(c) The Executive Director shall be appointed by the Board of Directors and shall serve at its pleasure.

- (d) The President-Elect shall automatically become President of the Association one year after the commencement of the term of office as President-Elect, or upon the death or resignation of the President.
- (e) The Treasurer and Recording Secretary shall be appointed by the Board of Directors upon recommendation of the President of the Association.
- (f) An elected officer shall not be eligible to serve a second consecutive term, provided, however, that a President-Elect in succeeding to the office of the President by reason of death or resignation of the president shall serve a full one-year term as President in addition to serving the unexplored term of the resigned or deceased President.
- (g) The term of office of any elected officer of the SD Counseling Association shall begin on July 1 and the officer elected shall serve for a period of one year or until a successor takes office.
- (h) The elected officers and candidates for the Association shall be current members in good standing of the American Counseling Association and the SD Counseling Association.

Section 2. Nominations and Election of Officers

- (a) **Election and Credentials Committee.** There shall be established an Election and Credentials Committee consisting of the President-Elect of the Association as chairperson, the Past Past President, and one other Past President appointed by the President and subject to confirmation by the Board of Directors. No member of the Election and Credentials Committee may serve for two consecutive years nor may any member be a candidate for President-Elect while a member of the Election and Credentials Committee.
- (b) **Nominations.** The Election and Credentials Committee shall ask each Area of Specialty and Chapter to submit the names of one Association member to be placed on the nomination ballot for President-Elect. A candidate must be endorsed by a Chapter or Area of Specialty to be nominated and the nominating form must be submitted to the Election Committee by a Chapter or Area of Specialty. A Chapter or Area of Specialty can endorse only one member, but more than one Chapter or Area of Specialty can endorse the same person. The Election Committee shall establish a timeline for receiving nominations and conducting the election and shall publicize this timeline to all members of the Association. Members of the Election and Credentials Committee shall remain neutral in the nominating process and shall not be directly involved in the nomination of individuals.
- (c) **Elections.** After the deadline for nominations has passed, and providing that more than one person has been nominated for President-Elect, the Election and Credentials Committee shall determine that the candidate(s) meet the criteria for office established in these By-Laws, and shall conduct the election of officers by electronic ballot, which is sent to the individual members of the Association.
- (d) A plurality of the returned ballots shall constitute election to office. The Election Committee shall certify the results of the election to the Board of Directors who will be responsible for announcing the results.
- (e) In the event that the President Elect becomes President the incoming President Elect shall be chosen from the recognized nominees by special election held by mail in ballot or electronic ballot. The election committee will make their recommendation to the executive committee as to which format to use, and the voting members of the executive committee will decide the ballot format. (Email ballots are specified as an acceptable process for elections.)
- (f) If the vacancy of office occurs after the beginning of the association year has begun, the office of president elect shall remain vacant for the remainder of the year and the president, with approval of the Executive Committee shall: a) appoint a Program Committee Chair from among the directors; and b) assign the remaining President Elect functions to the other Directors. c) A candidate for president and President Elect shall be nominated for the ensuing year.

Section 3. Duties of Officers

- (a) The President shall be the chief elected officer of the Association, shall preside at all meetings of the Association, the Board of Directors and the Executive Committee. The President shall appoint the members of all committees, except as otherwise specified in these By-Laws, and shall be an ex-officio member without vote of all committees. The appointment of the chairs of the Standing Committees is subject to confirmation by the Board. The President shall perform the duties customary to this office and such additional duties as directed by the Board of Directors.
- (b) The President-Elect shall perform the duties of the president in the absence or incapacity of the President. The President-Elect shall serve as chair of the Nominating and Election Committee and the Awards Committee.
- (c) The Treasurer shall represent the Association in assuring the receipt and expenditures of funds in accordance with the directives established by the Board of Directors. The Treasurer shall perform the duties customary to that office and such additional duties as directed by the Board of Directors.
- (d) The Recording Secretary shall record the official minutes of all meetings of the Executive committee, and the Board of Directors and shall perform such additional duties as directed by the Board of Directors.
- (e) The Executive Director shall serve as the executive officer of the Association and each of the Areas of Specialty, and shall serve as the legally designated Director of the Association and shall perform such duties

as may be delegated to that office by the Board of Directors, and the officers of the Association as Director of the Association.

(f) The Immediate Past President shall serve as program chairperson for the annual conference of the Association.

Section 4. Compensation and Expenses of Officers

(a) None of the elected officers of the Association shall receive any compensation for services as such to the Association. The necessary expenses of the elected and appointed officers of the Association may be paid from the funds of the Association under the policies of the Board of Directors established for such payments.

(b) The Executive Director shall be paid such compensation from the funds of the Association as may be fixed in the annual budget by the Board of Directors.

ARTICLE VII. Meetings of the Membership

Section 1. State Meetings. The Association shall hold state meetings at a time and place fixed by the Board of Directors, which shall give written notice thereof to the membership not less than three months prior to the time so fixed.

Section 2. Regional Meetings. The Association may hold regional meetings at a time and place fixed by the Board of Directors, which shall give written notice thereof to the membership. No formal business of the Association shall be conducted at such regional meetings.

ARTICLE VIII. Business Affairs of the Association

Section 1. Severable or Transferable Interest. No member shall have any severable or transferable interest in the property of the Association.

Section 2. Control and Management. All property of the Association shall be subject to the control and management of the Board of Directors. Any accumulation or disposal of real property, except upon the dissolution of the Association, must be approved in advance by the Board of Directors.

Section 3. Disposal Upon Dissolution. Upon dissolution of the Association, none of its property shall be distributed to any of the members and all such property shall be transferred to such other organization or organizations as the Board of Directors shall determine to have purposes and activities most nearly consistent with those of the Association, provided that such other organization or organizations shall be exempt under Section 501 (c) (3) of the Internal Revenue Code or corresponding provision of the Internal Revenue Laws. **Section 4. Appropriation of Association Funds.** No appropriations of Association funds shall be made except pursuant to the authority of the Board of Directors.

Section 5. Association Year. The official year and the fiscal year shall be established by the Board of Directors.

Section 6. Members of the Board of Directors shall be sent semiannually income and expense reports showing the financial state of the SD Counseling Association. The members of the Board shall also be sent the auditor's report each year.

ARTICLE IX. Committees

Section 1. Appointment of Committees. The President shall have authority to name such special committees as may be needed to conduct the activities of the Association.

Section 2. Standing Committees. The standing committees of the Association shall be the Graduate Student Coordination Committee, Finance Committee, Ethics Committee, By-Laws Committee, Awards Committee, Membership Committee, Education Committee, Government Relations Committee, and the Technology Committee.

Section 3. Reports. Each committee shall make an annual report of its activities and status to the Board of Directors.

ARTICLE X. By-Laws

Section 1. Amending the By-Laws. These By-Laws may be changed or amended by either of the following methods:

(a) Proposed amendments to the By-Laws may be presented to the Board of Directors, by the SDCA Executive Committee, the executive body of a state Areas of Specialty, the executive body of a Chapter, or by an individual member, provided that in the case of an individual member the proposed amendment must be submitted in writing to the By-Laws Committee at least 60 days prior to a State meeting of the Board of Directors. Said Committee shall transmit to the Board of Directors for its consideration all such proposed By-Laws amendments with or without a recommendation regarding each, at least 30 days prior to the Board meeting.

(b) Proposed By-Laws amendments may be originated at a meeting of the Board of Directors. Such amendments shall be submitted in writing to the By-Laws Committee to be sent with or without recommendations not less than 45 days following its origination by the Board of Directors for a vote by electronic ballot to the Board of Directors or at the next scheduled Board Meeting.

Section 2. Procedures

(a) To vote upon amendments to the By-Laws, the meeting must have a quorum present of at least two-thirds of the voting members of the Board of Directors. A majority vote is required to adopt any proposed amendment.

(b) Any proposed amendment may be referred by the Board of Directors to the general membership by referendum procedure.

ARTICLE XI. Rules of Order

Section 1. *Robert's Rules of Order*, Revised (by Henry Martin Robert) shall govern the proceedings of all bodies of the Association except where otherwise specified in these By-Laws.