

BYLAWS
of the
Indiana Counseling Association
A Branch of the American Counseling Association

Revised and Voted by the ICA Board on January 21, 2017

Adopted by the ICA Membership on _____, 2017

Article 1. Name, Mission, and Activities

Section 1. Name & Use of Name

- (a) The name of the Association shall be the “Indiana Counseling Association, A Branch of the American Counseling Association,” and is organized in compliance with the Bylaws of the American Counseling Association (ACA).
- (b) The name of the Association, and a version shortened to “Indiana Counseling Association,” shall be employed in connection with all official business and activities of the Association. The name and/or graphical identity of the Association shall not be used by any organizations or agencies without the approval of the Board of Directors of the Association.

Section 2. Mission Statement

The Indiana Counseling Association is committed to enhancing the counseling profession and the professional counselors who serve others.

Section 3. Limitations of Activities

- (a) The Association is organized and shall be operated exclusively for charitable and educational purposes. No part of the net earnings of the Association shall inure to the benefit of or be distributable to the members of its Board of Directors, officers, members of its committees, other private individuals or organizations operated for a profit (except that the Association shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes as hereinabove stated).
- (b) No substantial part of the activities or expenses of the Association shall be used to conduct propaganda or otherwise attempt to influence legislation.
- (c) The Association shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Association shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code or by an organization, contributions to which are deductible under sections 170(c) (2), 2055 (a) (2) or 2522(a) (2) of the Revenue Code.

Section 4. Nondiscrimination

In all Association business and other matters there shall be no discrimination against any individual on the basis of age, culture, disability, ethnicity, race, religion/spirituality, gender, gender identity, sexual orientation, marital/ partnership status, language preference, socioeconomic status, immigration status, or any basis proscribed by law or the ACA Code of Ethics.

Article 2. Membership and Dues

Section 1. Type of Membership

Membership shall be of one type, Individual Members, of which five classifications exist:

- (a) ~~Active~~ Professional
- (b) Student
- (c) Emeritus
- (d) Associate
- (e) New Professional
- (f) Community/Partner

Section 2. Classification Definitions

- (a) A Professional Member is an individual who has at least a master degree in an area of human services, and whose primary work-related responsibilities or interests are in the area of human services.
- (b) A Student Member is a masters or doctoral degree student in human services. The initial application and each subsequent renewal must include verification of student status by a university professor.
- (c) An Emeritus Member is an individual who has retired from a position in human services. The initial application must include verification of retirement.
- (d) An Associate Member is an individual who has at least an associate degree in an area of human services or an interest in human services, but is not directly providing services. Examples are case managers, mental health techs, human service administrators, law enforcement, vendors and suppliers, individuals considering entering the field of human services, etc.
- (e) A New Professional Member is an individual who is a recent graduate from a graduate program in human services. The membership rate for the New Professional Member is the same rate as a student member for a period of one year following program completion.
- (f) A Community/Partner member is an organization with a mission of human development or services. Examples are community agencies, faith-base, residential facilities, educational institutions, etc. Institutional membership includes up to four professional or new professional members or eight student or associate members and exhibition and advertising space at annual conferences.

Section 3. Privileges of Membership

- (a) Each Professional, Student, New Professional, and Emeritus member shall be eligible to vote as a member of the Association, to attend conferences and meetings of the Association, and to hold office in the Association, as specified in these Bylaws.
- (b) Associate members shall be eligible to serve on Committees, attend conferences and meetings, but shall not be eligible to serve on the Board of Directors, nor vote, nor hold office in the Association.

Section 4. Dues

- (a) Dues for members of the Association shall be determined by the Board of Directors.
- (b) All dues shall be paid at least annually in advance, and shall be due and payable on such date as may be fixed by the Board. Dues payments in excess of one year shall be accepted.
- (c) A member shall become inactive for non-payment of dues within ninety (90) days after the

date fixed for payment thereof. Such inactive members shall be automatically reinstated as members in good standing upon payment of their dues within ninety (90) days from such due date. An inactive member not paying his/her dues within said ninety (90) days shall be automatically dropped from the membership roll at the expiration of such period.

Section 5. Application for Membership

The Board of Directors shall prescribe and may revise the application forms for membership in the Association. Such forms shall provide for the submission of all information regarding the applicant, as may be deemed advisable by the Board and consistent with the Bylaws of the Association.

Section 6. Honorary Membership

Upon a majority vote of the Board of Directors, honorary membership may be conferred on an outstanding and distinguished individual. All honorary individual members shall be entitled to all the privileges of membership given to professional members. Honorary membership shall be good for the lifetime of the member so designated. Honorary members are exempted from paying dues. Such memberships shall be consistent with the Bylaws of the Association.

Section 7. Resignation

Any member may withdraw from the Association after fulfilling all obligations to it by giving written notice of such intention to the Association office.

Section 8. Removal

Any member may be dropped from membership by a two-thirds (2/3) vote of the Board of Directors. For any legal or ethical violation (other than non-payment of dues) a vote for removal shall occur only after the member has been advised of the pending vote, and has been given reasonable opportunity for defense. Any member removed by vote of the Board shall be readmitted to the membership only upon a majority vote of the Board after a waiting period of twelve (12) months.

Section 9. Ethical Standards

The Ethical Standards of the American Counseling Association shall be the Ethical Standards of the Indiana Counseling Association.

Section 10. Resolution of Member Disputes

Any issues relating to membership in the Association shall be resolved by the Board of Directors.

Section 11. Cessation of Property Interest

All rights, title, and interest of a member in and to property of the Association shall cease upon her/his being dropped from the membership roll, expulsion, or death. No member shall have any severable or transferable interest in the property of the Association.

Article 3. Professional Interest Groups

The Professional Interest Groups shall be determined by the Board of Directors.

- (a) The Professional Interest Groups are:
 - i. Counselor Educators & Supervisors Professional Interest Group
 - ii. Mental Health Counselors Professional Interest Group
 - iii. School Counselors Professional Interest Group
- (b) Each Professional Interest Group shall have a Director who shall be a member of the Association's Board of Directors, as described in Article 5, Section 1.
- (c) A group of individuals sharing a common professional interest, as defined in Article 2, Section 2, may file an application, including signatures of twenty (20) potential members, with the Board of Directors in order to form a new Professional Interest Group. The creation by the Board of Directors of a new Group shall be considered on the merits of each Group's application.
- (d) The election process for the Professional Interest Groups' Directors is described in Article 5, Section 4-d.

Article 4. State Meetings of the Members

Section 1. Frequency, Time, and Place of State Meetings

The Association shall meet during a state educational conference at least once a year. The time and place of each such meeting shall be fixed by the Board of Directors, and the Association's members shall be notified of the time and place at least sixty (60) days prior to the meeting through the Association's web site and/or the Association's newsletter, and/or other printed or electronic means.

Section 2. Conduct of State Meetings

The President of the Association shall preside at state meetings of the members. In the absence of the President, the President-Elect shall preside. In the absence of the President-Elect, the Immediate Past President shall preside.

Article 5. Board of Directors

Section 1. Board of Directors

- (a) The property and business of the Association shall be managed by its Board of Directors. All actions to accumulate or dispose of property will be approved by the Board of Directors as set forth in these bylaws.
- (b) Board positions are the President, President-Elect, Immediate Past President, Secretary, Treasurer, one Director for each Professional-Interest Division, the President of the ICA Foundation Board of Directors, one Student member, and the Chairs of the following Committees (as described in Article 9, Section 3): Membership, Conference/Education, and Legislative.
- (c) No individual may hold more than one Board position at one time.
- (d) The President, President-Elect, Immediate Past President, Secretary, and Treasurer are the officers of the Association.
- (e) All members of the Board of Directors (except the Committees Chairs) shall be nominated

and elected as described in Article 5, Section 4.

- (f) The Committee Chairs shall be appointed as described in Article 9, Section 2.
- (g) The President-Elect shall automatically become President of the Association upon the death or resignation of the President, and will act as President when the President is unable to fulfill the duties of the office.
- (h) In case of the resignation or death of any officer of the Association, the Board of Directors shall, by majority vote, appoint a person to serve the unexpired term.

Section 2. Terms

- (a) Terms for all Board of Directors positions, except the President and Treasurer, shall be one year, and shall coincide with the fiscal year.
- (b) The President shall be appointed for a two-year term, from July 1 through June 30th of the second year following, a total of 24 months. This allows the President time to become more familiar with the board and the Association and serve membership more efficiently. The President is limited to two terms or four years in the office as determined by the selection process.
- (c) The President-Elect shall be appointed for a one-year term starting from July 1 through June 30th of the President's second term. The President-Elect will work closely with the President and Executive Director to become familiar with the role and responsibility of the office.
- (d) The Past-President shall be appointed for a one-year term starting from July 1 through June 30th of the following year.
- (e) The Treasurer shall be appointed for a two-year, four-month term, from July 1 through October 30th of the second year following, a total of 28 months. This allows the Treasurer to fulfill all tax return, audit, and other financial responsibilities pertaining to his/her term as Treasurer. This also supports a 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 office¹.

Section 3. Duties of Officers²

- (a) The President shall preside at all meetings of the Association, Board, and Executive Committee.
- (b) At the Executive Committee meetings, the President shall exercise voting rights and privileges as fully as any other member. The President shall refrain from voting at the Board of Directors meeting except
 - i. when the vote is by ballot, or
 - ii. whenever his or her vote will affect the result.
- (c) The President will also chair the Conference Committee. The President, subject to confirmation by the Board, 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 Executive Director as directed by the Board, and shall perform the duties customary to that office and such additional duties as directed by the Board of Directors.

¹ Adopted from the IL Counseling Association.

² Adopted from the IL Counseling Association.

- (d) The President-Elect shall perform the duties of the President in the absence or incapacity of the President as determined by the Board. The President-Elect shall assume the Presidency of 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 Executive Committee shall, subject to ratification by the Board of Directors, appoint a President Pro Tempore to fill the unexpired term.
- (e) The immediate Past President shall serve as Chairperson of the Nominations and Elections Committee and shall be the Historian of the Association. As Historian, the immediate Past President will review documents accumulated during his or her term of office as President and forward those considered appropriate for filing in the ICA Archives by the Executive Director.
- (f) The Treasurer shall represent the Association in assuring receipt and expenditures of funds in accordance with the directives established by the President and Board of Directors and shall be under such bond as may be determined by the Board of Directors. The Treasurer shall perform the duties customary to the office and such additional duties as may be directed by the President or Board of Directors. The Treasurer is responsible for working with the Executive Director and Association's accountant to ensure the filing of all federal and state tax forms and reports by the legally mandated deadlines of applicable state and federal legislation.
- (g) The Secretary shall keep records of the proceedings of the Association, the Executive Committee, and the Board of Directors and shall submit minutes of all proceedings to the appropriate persons. This can be done electronically.
- (h) The Executive Director shall serve as the executive officer of the Association. This person shall perform such duties as may be assigned by contract and delegated by the Board of Directors.

Section 4. Qualifications

- (a) Each Director of the Association must have held Professional, Emeritus, New Professional, or Student membership status in the Association for one year immediately preceding their appointment or election to the Board of Directors or to a Director of Professional Interest Group position.
- (b) No three persons employed by the same employer and from the same Professional-Interest Division shall serve on the Board of Directors at the same time.

Section 5. Elections

The procedure for nominating candidates for Board of Directors positions shall be as follows:

- (a) A Nominating Committee shall be composed of the Immediate Past President of the Association, who shall chair the committee, and two members appointed by the President.
- (b) All Professional, Emeritus, New Professional, and Student members in good standing of the Association shall have the right to nominate candidates. From the candidates nominated by the membership, and from candidates selected by the Nominating Committee itself, the Nominating Committee shall present a slate of candidates for the officer positions to the Board for its consideration and voting. All candidates for President and President-Elect should, at the time of their election, be a current member or past member of the Board, or must have served in a leadership capacity in a Professional-

Interest Division or Standing Committee.

- (c) At a Board meeting held prior prior to the end of the fiscal year, the Board members shall annually elect by majority vote the President-Elect, and Secretary.
- (d) Election for Treasurer will occur at the Board meeting prior to the end of the fiscal year, every other year.
- (e) Directors of the Professional Interest Groups are nominated and appointment by the Board of Directors each year.

Section 6. Powers and Functions of the Board of Directors³

The Board of Directors shall:

- (a) Establish policies to govern the affairs of the Association.
- (b) Formulate operational policies appropriate for executive action and direct the execution thereof.
- (c) Grant and revoke Chapter charters.
- (d) Act on the reports of Chapters, Standing or Special Committees, Commissions, or Task Forces as are responsible to the Board of Directors.
- (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 of human development pertinent to the Association.
- (h) Establish professional directions for the Association in accordance with the Strategic Plan.

Section 7. Executive Committee

- (a) The Executive Committee shall consist of the President, President- Elect, Past President, Secretary, Treasurer, and Executive Director.
- (b) 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 day-to-day operation of ICA and to make recommendations to the Board of Directors. All actions and activities of the Executive Committee shall be communicated to the Board of Directors through approved minutes, which are to be transmitted 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 Board of Directors at the next Board of Directors meeting.
- (c) 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 Board of Directors. A quorum shall consist of three voting members of the duly constituted body. Expenses incurred while participating in Executive Committee meetings will be paid by ICA in accordance with Board of Directors policy.

Section 8. Re-Elections

No member of the Board of Directors who has served two (2) full terms in a given position shall be eligible for re-election to that same position until at least one (1) year shall have elapsed.

³ Adapted from IL Counseling Association.

Section 9. Compensation

No member of the Board of Directors shall be paid a fee or honorarium for their service on the Board, beyond reimbursement for select expenses as allowed by Board resolution, unless the member of the Board provides administrative or managerial services, and the fee is approved by majority vote of the Board.

Section 10. Vacancies

Any vacancies on the Board of Directors shall be filled by a majority vote of the Board of Directors, and the substitute Director shall serve for the remainder of the term of office for which he or she is so elected.

Article 6. Meetings of the Board of Directors

Section 1. Meetings

- (a) The Board of Directors shall meet at last four (4) times each year at such time and place as designated by the President, including at the time of the annual meeting of the members of the Association.
- (b) The President may call such other telephone conference-call, electronic, or face-to-face meetings of the Board as he or she deems necessary, or the President-Elect shall, at the written request of two members of the Board, issue a call for a meeting of the Board. Fourteen (14) days advance notice to the full Board shall be required for such a meeting.
- (c) Any action required or permitted at any meeting of the Board may be taken without a meeting if written or electronic consent thereto is signed by a majority of the Directors and filed with the records of the proceedings of the Board.
- (d) Board of Directors members are expected to participate in scheduled board meetings to attend to the plans and activities of the Association. The President or Director will discuss non-attendance with Board of Directors member to determine alternative solution, including resignation, in which case the Board of Directors shall follow Article 5, Section 1.h.

Section 2. Board Quorum

The presence of majority the voting Directors shall be necessary to constitute a quorum for the transaction of business, whether the meeting is face-to-face, or by way of telephone conference calls, facsimile, and/or electronic mail.

Section 3. Board Voting

Each Director shall have one vote. If the manner of deciding any question is not otherwise provided in these Bylaws, it shall be decided by a majority vote of the Directors present. In addition to votes made in face-to-face and telephone-conference-call meetings, voting may be completed via e-mail, when circumstances dictate. Absentee Directors may vote proxy by submitting their proxy in writing to the President at least 72 hours prior to any duly called meeting, or by sending a proxy voter, in person.

Article 7. 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 Indiana or those which have a special interest.
- (b) A Chapter shall consist of at least 10 members, with no less than five members in good standing as ICA members. To retain its charter, a chapter must maintain a membership of at least five members who are members of ICA. It may have other members who do not belong to ICA.

Section 2. Formation of Chapters

- (a) The Board of Directors shall have the power to grant charters to Chapters in accordance with standing rules established by the Board of Directors 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 Board of Directors:
 - i. It is organized in accordance with the Bylaws of the Association and has at least five members who are members of ICA.
 - ii. It is identified in its governing instruments, letterhead, and similar written materials as "A Chapter of the Indiana Counseling Association."
 - iii. Its statement of purpose in its governing instruments is in accord with that of the Association.
 - iv. Its governing instruments require that the chapter president and at least 4 other members must be ICA members. 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 Executive Director 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 Board of Directors 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 the 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 Board of Directors present and the Chapter in question advised in writing of the reasons for the proposed action. The Chapter shall have until the next meeting of the new fiscal year (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) A majority vote of the voting members present at the Board of Directors meeting shall be necessary to revoke the charter of a Chapter. The vote may take place electronically with a majority vote of the entire Board of Directors 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 8. Executive Director

The Executive Director, who is hired by the Board of Directors, is charged with the administration of the policies promulgated by the Board of Directors. The duties are administrative in nature only, and any situation that could involve a policy decision, and for which a Board-approved policy is not in place, must be presented to the Board of Directors. The Executive Director shall attend all meetings of the Board of Directors, but shall not vote. The Executive Director shall be under contract to the Association. The President will, in collaboration with the Board, oversee an annual evaluation of the management services provided by the Executive Director, and the three Presidents will discuss the evaluation findings with the Executive Director.

Article 9. Finance

Section 1. Fiscal Year

The fiscal year for the Association shall begin on July 1 and continue until June 30.

Section 2. Budget

A budget of income and expenses is to be prepared at least annually by the Executive Director, Treasurer, and Association's accountant and submitted not less than annually to the Board of Directors for consideration, alteration, and approval.

Section 3. Authorization for Non-Budgeted Expenditures

Expenditures that are not budgeted can only be authorized in the following manner:

- (a) A non-budgeted expenditure of not more than \$500 in any given year may be authorized by either the President, President-Elect, or Treasurer.
- (b) A non-budgeted expenditure exceeding \$500, but less than \$2,500, in any given year can only be authorized with the unanimous vote of the four Board officers (President, President-Elect, Immediate Past President, and Treasurer). Should the four officers not be able to agree on an expenditure that is not budgeted, and that falls between \$500 and \$2,500, the matter shall be submitted to a vote of the Board of Directors, with a majority vote of the Board needed for approval.
- (c) All non-budgeted expenditures exceeding \$2,500 in any given year must be authorized through a majority vote of the Board of Directors.

Section 4. Financial Audit

The Executive Director and Board of Directors shall hire an independent Certified Public Accountant to audit the financial records of the Association annually, immediately following the close of the fiscal year. The results of the annual audits shall be published to the Association

membership, and will be made available in writing to any current member in good standing, upon request.

Section 5. Financial Reporting

- (a) The Executive Director shall provide written financial reports monthly to the officers. A full year report to
- (b) the entire Board of Directors will be provided following the close of each fiscal year.
- (c) The Executive Director will ensure that all necessary documents and other paperwork are filed to allow continuance of the Association's non-profit status

Article 10. Committees

Section 1. Creation of Committees

- (a) The Board of Directors may establish Standing and Ad Hoc Committees (short-term task forces) as the Board may determine are necessary to carry on the business of the Association.
- (b) Each Committee may have specific procedural guidelines set forth in these Bylaws and/or by the Board of Directors. All Committees shall report to the Board as needed to keep the Board informed and to seek guidance and/or approvals to carry out the Committees' work.

Section 2. Appointment of Committee Members

- (a) Chairs of all Committees shall be named by the President, and approved by a majority vote of the Board.
- (b) Unless otherwise provided in these Bylaws, appointment of members to serve on all Committees shall be made by the Committee Chairs from among the individual members (~~Active~~ Professional, Student, Emeritus, New Professional, and Associate) in good standing in the Association.

Section 3. 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 the functions prescribed by these Bylaws.

- (a) **Executive** — The Executive Committee shall consist of the President, President-Elect, Immediate Past President, and Secretary, and Treasurer. The Executive Committee shall act only if needed during the interim when the Board of Directors is not in session. It shall act for the Board of Directors, but within the policies established by the Board of Directors.
- (b) **Membership** — The Membership Committee shall be responsible for the major membership work of the Association, such as recruitment, retention, benefits, etc., and for the coordination of membership activities of the Association. Every reasonable effort will be made to recruit a representative (preferably the Membership Chair) from each Professional-Interest Division.
- (c) **Finance** — The Finance Committee shall consist of the President, the Secretary, Treasurer, and the Executive Director. The Committee shall consider the Association's financial policies and procedures, including, but not limited to, creating the annual budget, monitoring monthly financial reports, and overseeing the investment of funds and securities. The Committee shall make recommendations regarding such policies and procedures to the

Board of Directors, as appropriate.

- (d) **Nominating** — The Nominating Committee shall be charged with providing support to the election of officers. See Article 5, Section 4.
- (e) **Legislative** — The Legislative Committee shall provide guidance and consultation to the Board on all matters related to government relations.
- (f) **Conference / Education** — The Conference/Education Committee shall have the responsibility of overseeing all aspects of the Association’s educational programs, including the Annual Conference and various Seminars and Workshops. A representative (preferably the Conference/Education Chair or Director) from each Professional-Interest Group shall constitute the Committee. Specific duties are contained in the Conference/Education Manual.
- (g) **Awards** — The Awards Committee shall be responsible for overseeing the Awards process. A representative (preferably the Awards Chair) from each Professional-Interest Division shall constitute the Committee. Specific duties are contained in the Awards Procedures Manual.
- (h) **Communications** — The Committee shall oversee and recommend to the Board of Directors appropriate action affecting the print and electronic materials or publications of the Association.

Section 4. Tenure, Membership, and Meetings of Committees

- (a) Members of all Standing Committees, unless otherwise designated, may serve for an unlimited time. Care must be taken by the Board to ensure that at no time shall all the members of a Standing Committee change at once. The Chairs of Standing Committees shall rotate at least every three years.
- (b) Unless otherwise provided by these Bylaws, each Standing Committee shall consist of at least three members including the Chair, unless a different minimum number shall be specified in the resolution creating such Committee.
- (c) Members of all Ad Hoc Committees (task forces) shall be appointed to serve until the work of the Ad Hoc Committee is complete.
- (d) Meetings of Standing and Ad Hoc Committees shall be held upon the call of the Chair.

Article 11. Indemnification and Liability

- (a) The Association shall indemnify each member of its Board of Directors, as described in Article 5, and each member of its Committees, as described in Article 8, for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.
- (b) Nothing in these Bylaws shall be construed to make the members of this Association partners or joint venturers for any reason, and nothing herein shall be construed as giving the Board of Directors of the Association any power or authority to create any liability of any member of this Association. The Board of Directors of this Association has the authority to create liabilities and contract on behalf of the Association, but not on behalf of members hereof. The Association shall maintain Directors and Officers professional liability coverage to protect the Directors, Executive Director and staff, and volunteers of this Association acting on behalf of the Association.

Article 12. Disposal upon Dissolution

Upon dissolution or final liquidation, the Board of Directors 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:

- (a) A non-profit organization or organizations which may have been created to succeed the Association, as long as such organization(s) shall qualify as an organization exempt from federal income tax under section 501 (a) of the Internal Revenue Code; and /or
- (b) A non-profit 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(s) shall then qualify as exempt from federal income taxation under Section 501 (c) of the Internal Revenue Code.

Article 13. Amendments

- (a) Changes to these Bylaws that are consistent with the Mission and Beliefs of the Association may be proposed by any member of the Association in good standing by presenting the proposed change in writing to the President of the Board of Directors and the Executive Director at least sixty (60) days prior to the meeting of the Board of Directors at which the member requests the change be considered. The Board will consider and vote on the proposed change.
- (b) Because the Board of Directors is the representative body of all the Association's members, these Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the Board of Directors at any duly organized meeting of the Board at which a quorum is present (see Article 6, Sec. 2). The proposed change(s) shall be submitted in writing to each Board member at least 30 days before the time of the meeting at which the vote on any changes is to take place.
- (c) Approved changes of these bylaws must be forwarded to the regional representative of the ACA Governing Council to be presented, approved, and recorded by ACA.