

# CALIFORNIA COUNSELING ASSOCIATION BYLAWS

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# CALIFORNIA COUNSELING ASSOCIATION BYLAWS

## ARTICLE I — NAME AND PRINCIPAL OFFICE

The name of this Association is the California Counseling Association, formerly California Association for Counseling and Development, originally California Personnel and Guidance Association, a branch of the American Counseling Association (ACA), and a state of California, non-profit corporation hereinafter referred to as CCA. The principal office of CCA resides in the City of Pacifica.

## ARTICLE II — PURPOSE

The purpose of the California Counseling Association is to enhance the quality of life in society by promoting the development of professional counselors, advancing the counseling profession, and using the profession and practice of counseling to promote respect for human dignity and diversity.

## ARTICLE III — MEMBERSHIP

### Section 1. General Qualification

Membership is open to all professionally trained counselors, counseling students, counselor educators, supervisors, student service workers, and supporters of counseling. Members must agree to abide by the CCA and ACA Code of Ethics and Standards of Practice.

### Section 2. Classes of Membership

**Professional** — Professional members shall hold a master's degree or higher in counseling or a closely related field from a college or university that was accredited when the degree was awarded by one of the regional accrediting bodies recognized by the Council for Higher Education Accreditations. Professional members must present proof of academic credentials upon request. A Professional member is entitled to all rights and privileges of membership.

**Associate** — Associate members shall include persons whose interests and activities are consistent with those of the association, but who are not qualified for Professional membership. An associate member is entitled to all the rights and privileges of membership however may not hold CCA office.

**Institutional** — An institution sharing the purposes of CCA may become a member.

### Special Memberships

**Life Member** — A limited number of life memberships are available to professional members. Life members are entitled to all rights and privileges of membership.

**Student** — A graduate student is defined as the person enrolled in an accredited program pursuing a degree, credential, certification and/or license which would qualify him/her for professional or associate membership in CCA. A student may vote but may not hold CCA office.

**Emeritus** — An individual retired from active employment in the counseling or related profession. Emeritus members may vote and may hold CCA office.

### Section 3. Dues:

The Governing Board shall set dues and establish guidelines for payment and collection. The membership year is one year from the month of joining the Association. A member in good standing shall be one who has paid the current year's dues.

- A. Payment of dues to CCA and Branch Divisions and Affiliated Associations shall be made to CCA. Area Chapters shall assess and collect their own dues.
- B. Members whose dues are delinquent thirty (30) days after the due date will be dropped from the membership rolls. Membership may be reinstated by payment of dues.

#### Section 4. Severance of Membership

A member may be dropped from membership for any conduct that tends to injure CCA or ACA or to affect adversely its reputation or that is contrary to or destructive of its purpose according to the CCA and ACA Bylaws and CCA and ACA Code of Ethics and Standards of Practice.

### **ARTICLE IV — CCA GENERAL MEMBERSHIP MEETINGS**

A general membership meeting will be held not less than once every two years, the time and place to be set by the Governing Board and members will be notified of the date and place thirty (30) days prior to the date of the meeting. A quorum should be at least 10% of voting CCA membership.

### **ARTICLE V — DIVISIONS, AFFILIATED ASSOCIATIONS AND AREA CHAPTERS**

#### Section 1. Organization

Divisions, Affiliated Associations and Area Chapters of CCA may be formed as follows:

##### Divisions of ACA National Divisions

A Division of twenty-five (25) or more CCA and National Division members with approval by a majority vote of the Governing Board, such approval to be granted to no more than one (1) Branch Division of a National Division

Subsequently, other members may join, subject to membership qualifications of CCA and the Division.

Affiliated Association or statewide groups. One hundred (100) or more members of a statewide group in an Affiliated Association with a majority vote of approval by the Governing Board with the stipulation that one hundred (100) of those will become CCA members within thirty (30) days from the date of filing a statement of intent. The Governing Board shall approve no more than one (1) Affiliated Association in a given area of interest.

Area Chapters with multiple Division and Affiliated Association memberships. Twenty-five (25) or more CCA members in an Area upon approval of a majority vote of the Governing Board, such approval to be granted to no more than one (1) Area Chapter in an Area. Each Division, Affiliated Association and Area Chapter shall provide the President of CCA with the newly formed organization's Bylaws.

#### Section 2. Authority

A Division, Affiliated Association and Area Chapter of CCA shall be autonomous in the conduct of its affairs but shall do so only in compliance with CCA Bylaws, and include in its name or identity its affiliation with CCA. The Governing Board shall establish such policies and procedures for Division, Affiliated Associations and Area Chapters operations necessary to insure responsible fiscal operation.

#### Section 3. Representation

Each Division or Affiliated Association shall designate representative(s) to serve as a member of the Governing Board of CCA.

#### Section 4. Reports

Each Division, Affiliated Association or Area Chapter shall submit an annual report, annual budget and current bylaws and any amendments to the bylaws annually. Each Division, Affiliated Association or Area Chapter shall transmit to the CCA President the officer names promptly following their election or appointment.

#### Section 5. Voluntary Dissolution or Withdrawal

An organization affiliated with CCA may be voluntarily dissolved or its status with CCA withdrawn only in compliance with CCA Bylaws, policies and procedures adopted by the Governing Board.

## Section 6. Involuntary Revocation of a Charter

The Governing Board shall have the power to revoke the charter of a Division, Affiliated Association or Area Chapter when it is deemed in the best interests of CCA to do so in accordance with policies and procedures established by the Governing Board.

Each Division, Affiliated Association or Area Chapter shall have a minimum twenty-five (25) members to retain their organizational relationship with CCA.

## ARTICLE VI — OFFICERS OF CCA

### Section 1. Officers and Terms of Office

Officers of CCA shall be the President, President-Elect, the Immediate Past President, Corporate Secretary and the Treasurer. Officers shall hold professional membership status and be in good standing of CCA, ACA and one or more Divisions or Affiliated Associations. The term of office of the President, President-Elect and Immediate Past President shall be one year or until their successors are elected.

Members running for the office of President must have served on a governing board. With the exception of the Corporate Secretary and Treasurer, officers shall be elected by mail ballot of the general CCA membership by a majority vote of the returned ballots.

The President shall appoint a Corporate Secretary and Treasurer with the approval of the Governing Board and shall serve for a one year term.

An elected officer shall not be a candidate to succeed to the same office.

### Section 2. Nomination and Election of Officers

Nominations. The Nominating Committee shall:

1. be composed of the Immediate Past President, who shall serve as Chairperson, and two other members appointed by the President of CCA and confirmed by the Governing Board.
2. nominate at least one (1) nominee for each office.

Each Division, Affiliated Association and Area Chapter shall have the right to submit to the Nominating Committee the name of no more than one candidate to be placed on the ballot for President-Elect. The Candidate shall be a professional member in good standing.

### Elections

1. The Nominating Committee shall conduct the election of officers by ballot provided to the voting members of the Association via mail and Internet.
2. Election results and the names of officers elected shall be announced in the newsletter and on the website.
3. Procedures for implementing the nomination and elections of officers shall be contained in the Policies and Procedures Manual.

Report to ACA. CCA shall transmit to the ACA President the names the officers and administrator promptly following their election or appointment.

### Section 3. Vacancies

In the event that the President of CCA shall resign, die or become incapacitated, the President-Elect shall automatically succeed to the office of President.

In case of the resignation, death or incapacity of an officer other than the President of CCA, the President shall appoint a member to serve the remainder of the term with the approval of the Governing Board.

### Section 4. Duties

All officers shall perform the duties prescribed in these bylaws and by the current edition of

*Robert's Rules of Order newly revised.*

President — Shall preside at all meetings of CCA and be chairperson of and preside at meetings of the Governing Board and the Executive Committee. The President shall be an ex officio member on all standing committees with the exception of the Nominating Committee. The President shall perform the duties customary to the office and such additional duties as directed by the Governing Board. The President shall appoint chairpersons and members of organizational bodies, except as otherwise specified in these bylaws, and serve as an ex officio, non-voting member of these bodies. The President shall appoint a professional parliamentarian as an advisor on parliamentary procedures. The President shall render a written annual report to the Governing Board which shall be distributed to the CCA membership.

President-Elect — Shall perform the duties of the President in the absence or incapacity of the President and serve as a member of the Governing Board, Executive Committee and Finance Committee.

Immediate Past President — Shall serve as the Chairperson of the Nominating Committee and serve as a member of the Governing Board, Executive Committee and Finance Committee.

Corporate Secretary — The Corporate Secretary shall keep minutes of all meetings at which CCA officers preside. The Corporate Secretary shall be empowered to affix the seal and execute official documents of CCA as Corporate Secretary of the corporation. The Corporate Secretary shall serve on the Governing Board and Executive Committee.

Treasurer — Assures the receipt and expenditure of funds in accordance with directives of the Governing Board and shall be under such bond as determined by the Governing Board. The Treasurer shall render periodic reports to the Executive Committee and a written annual report to the Governing Board by the end of the fiscal year which will be distributed to the CCA membership. The Treasurer shall be the chairperson of the Finance Committee and serve on the Governing Board and Executive Committee.

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

Services — Elected officers of CCA shall receive no compensation for their services.

Expenses — Necessary expenses of elected officers of CCA shall be reimbursed from CCA funds in accordance with policies established by the Governing Board.

### **ARTICLE VII — GOVERNING BOARD**

#### Section 1. Composition

The Governing Board shall consist of between 15 and 21 members with the exact number to be established by the Governing Board. The quorum for Governing Board meetings shall be one-third (1/3) of the number of board members then in office. Officers of CCA are President, President-Elect, Immediate Past President, Secretary, and Treasurer.

A representative in good standing of CCA and respective Division, Affiliated Association and Area Chapter elected or appointed for a maximum of 2 (two) three-year terms or until a successor is elected or appointed. These organizations are entitled to a second representative when membership reaches 251 to 750 and a third representative when membership exceeds 750 as of membership report dated July 1<sup>st</sup>. When additional representation is needed each organization's governing council may establish procedures to elect or appoint said representatives.

A CCA Human Rights representative will be elected for a two-year term by CCA members and chair the Human Rights committee.

Two graduate students in counseling at accredited institutions may be appointed by the President to serve on the Governing Board for one-year terms, one in Northern California and one in Southern California, with full rights and responsibilities of a Board Member.

In the event that an official Division, Affiliated Association, Area Chapter or Human Rights

representative is unable to attend a CCA Governing Board meeting, the Division, Affiliated Association or Area Chapter President is authorized to designate by letter to the CCA President a substitute with voting rights for a specific meeting unless such voting rights are vetoed by a vote of the Governing Board at said meeting prior to the commencement of voting. No representative may concurrently represent more than one organization.

## Section 2. Functions

The Governing Board is the policy-making board of CCA with such functions, as follows:

- Establish policies governing the affairs of CCA
- Formulate operational policies appropriate for executive action and direct execution thereof
- Initiate programs and activities to carry out CCA's purpose
- Grant or deny for cause petitions to form new Divisions, Affiliated Associations or Area Chapters
- Act upon reports of Divisions, Affiliated Associations, Area Chapters and special committees and task forces
- Adopt and amend bylaws and policies and procedures
- Establish the strategic plan of the Association
- Adopt an annual budget

## Section 3. Meetings

The Governing Board shall meet a minimum of twice a year at a date, time and place designated by the President.

The President shall preside at meetings of the Governing Board and in the President's absence the President-Elect shall preside.

## Section 4. Executive Committee

A. Composition —The Executive Committee will be composed of 9 members. A quorum for a meeting of the Executive Committee will be 5 members: CCA President (presiding officer), President-Elect, Immediate Past President, Secretary, Treasurer, Human Rights representative, a representative from the largest CCA Division and a representative from the second largest CCA Division. CCA Member-at-large elected each year by the remaining Divisions and Affiliated Associations.

B. Functions — The Executive Committee shall act and implement for the Governing Board within policies as may be established by the Governing Board. The Executive Committee shall function primarily to address those issues which are necessary for the efficient operation of CCA where the time requirements necessitate immediate action. All actions and activities of the Executive Committee shall be communicated to the Governing Board through minutes which are distributed within twenty (20) working days of an Executive Committee meeting. The actions taken by the Executive Committee must be submitted for ratification by the Governing Board at the next Governing Board meeting. Any subsequent decision by the Governing Board that is contrary to an action taken by the Executive Committee shall (to the extent permitted by law) be given only prospective effect.

Formulate and recommend policies to the Governing Board.

Plan and implement actions to carry out policies and procedures established by the Governing Board.

The Executive Committee shall be responsible for conducting the evaluation of the Administrator on an annual basis, for negotiating renewal of the administrator's contract and for determining the recommended compensation of the Administrator which will be included in the annual budget of the Association.

C. Meetings — The Executive Committee shall meet at the call of the President. Any five (5) members of the Executive Committee may call a meeting of the Executive Committee.

## **ARTICLE VIII — ADMINISTRATION**

### Section 1. Duties

The Administrator shall be determined by vote of the Governing Board.

The Administrator shall serve as the assistant Secretary of the Corporation and shall record and produce minutes of the Board, committee and membership meetings and maintain the records.

The Administrator shall conduct the day-to-day business affairs of the association as directed by the Governing Board.

## **ARTICLE IX — COMMITTEES**

### Section 1. Standing Committees

Standing Committees of CCA shall be: Finance, Membership, Nominating Committee, Bylaws, Professional Development, Professional Standards and Ethical Practice, Public Policy and Legislation, Human Rights, Publication(s), and Awards. Each standing committee shall transmit an annual written report to CCA President who shall distribute the report to the Governing Board.

### Section 2. Special Committees

Special committees, task forces or other organizational bodies may be created by the President or the Governing Board for the promotion of the purpose of CCA and consist of members of CCA. The President shall determine the committee's chairperson, membership, function and purpose.

Each special committee, task force or other organizational body shall complete the specific purpose or the assigned task by the date specified by the Governing Board and submit a written report to the CCA President by or before a date set by the Governing Board. The CCA President shall distribute the reports to the Governing Board.

## **ARTICLE X — FINANCES**

### Section 1. Fiscal Operation

In accordance with ACA Bylaws, a Branch shall establish such policies necessary to ensure a responsible fiscal operation.

### Section 2. Budget

The Governing Board shall adopt an annual budget.

### Section 3. Fiscal Year

The fiscal year shall be from July 1 to June 30<sup>th</sup>

### Section 4. Expenditures and Revenue

Only revenue generated and expenses incurred in the conduct of the affairs of CCA shall be paid within the annual budget. The budget may be amended by two-thirds (2/3<sup>rd</sup>) vote of the Governing Board during the fiscal budget year. Unauthorized expenditure(s) shall not be paid by CCA.

Expenses incurred by a Division, Affiliated Association or Area Chapter shall be paid from their own funds.

Revenues generated by CCA or a Division, Affiliated Association or Area Chapter shall be credited to their respective accounts.

### Section 5. Financial Review

At the end of the fiscal year, a financial review shall be conducted and the results reported in

writing to the Governing Board no later than thirty (30) days after completion of the review.

#### Section 6. Finance Committee

Composition — CCA's Treasurer (chairperson), President, President-Elect, Immediate Past President, Corporate Secretary and the Administrator (non-voting).

Functions — Develop and submit an annual budget to the Governing Board for approval by the end of the 1<sup>st</sup> fiscal period (September 30<sup>th</sup>). Monitor CCA's annual budget and recommend fiscal policies to the Governing Board.

Meetings — The Finance Committee shall meet at the call of the Treasurer or CCA President.

### **ARTICLE XI — ELECTRONIC MEETINGS**

The Governing Board, Executive Committee, Standing Committees and Special Committees or Task Forces are authorized to meet by telephone conference or through other electronic communications media as long as all members may simultaneously hear one another other and participate in the meeting as per the California non-profit code.

### **ARTICLE XII — NONDISCRIMINATION**

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

### **ARTICLE XIII — DISSOLUTION OF CCA**

#### Section 1. Liability

No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

#### Section 2. Property

Property of CCA shall be subject to the control and management of the Governing Board. None of its property upon dissolution shall be distributed to any of the members and all property shall be transferred to such other organization or organizations as the Governing Board shall determine to have purposes and activities most nearly consonant to those of CCA. If no said organization is interested then property can be disposed of according to CCA policy.

### **ARTICLE XIV — AMENDMENT OF BYLAWS**

#### Section 1. Initiation

Amendments to the Bylaws may be initiated by the following:

Executive Committee: The Executive Committee may formulate an amendment with a recommendation to the Governing Board

President — The President may appoint a committee to consider a revision of the Bylaws or amendment(s) to a particular section.

Membership — Twenty (20) members of CCA in good standing may submit to the President a proposed amendment or amendments in writing with an explanation signed by the sponsors.

The President shall relay to the Governing Board such proposed amendment with an explanation.

The Governing Board shall prepare the amendment for vote of adoption with or without appending the recommendation.

#### Section 2. Notification to ACA

Proposed amendments to the Articles of Incorporation or Bylaws shall be reported in writing to the ACA President no later than fourteen (14) weeks prior to the Governing Council meeting at which the change may be considered. Any such proposed amendment cannot take effect until

approved by the ACA Governing Council.

### Section 3. Adoption of Amendments

These Bylaws may be adopted at any regular Governing Board meeting provided that all of the following steps are completed:

previous written notice with the complete text of the proposed amendment or amendments with explanations shall be distributed to the Governing Board members  
amendments shall have been mailed thirty (30) days prior to the meeting of Governing Board members

an affirmative two-thirds (2/3rd) vote of the Governing Board members at a regular meeting at which a quorum is present shall be required for the adoption of the amendment or amendments.

### Section 4. Policies and Procedures Manual

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

## **ARTICLE XV — RULES OF ORDER**

### Section 1. Parliamentary Authority

The current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of all bodies of the Association except where otherwise specified in these Bylaws.

### Section 2. Parliamentarian

A qualified Parliamentarian shall without vote advise the President and the Governing Board regarding parliamentary law and parliamentary procedures.

Revision adopted by Governing Board on June 4, 2005.

Revision ratified by General Membership on February 17, 2007.

