

CALIFORNIA COUNSELING ASSOCIATION BYLAWS

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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. CCA is a membership dues supported organization. The CCA structure will consist of Divisions, Interest Groups (formerly Affiliated Associations), and Area Chapters. The principal office of CCA resides in the City of Oakland, CA.

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 ACA Code of Ethics and Standards of Practice as well as the CCA Manual of Operations.

a. Definition of Membership

A member is a person meeting one of the classes of membership categories and whose annual dues are current. A member whose dues are current is considered a member in good standing.

b. Rights, Duties, and Privileges of Membership

Members are entitled to full participation in CCA's activities and the right to vote in the proceedings of the organization. In order to belong to a Division or Interest Group, one must hold membership in CCA. Members may select participation in Divisions and Interest Groups without additional fee. It is the duty of the member to inform the CCA office of any changes in their contact information and forms of communication.

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 and may hold CCA office.

Life Member — A limited number of life memberships are available to professional members. Life members are entitled to all rights and privileges of membership. This category of membership is a special offering initiated by the CCA Governing Board.

Student — A graduate student is defined as a person enrolled in an accredited program

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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 elected 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 date of joining the Association. A member in good standing shall be one who has paid the current year's dues.

- A. All payment of dues shall be made to CCA. Area Chapters which have a separate dues structure are responsible for the collection of their membership dues.
- B. Members whose dues are delinquent thirty (30) days after the due date will be dropped from active membership lists. 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, ACA Code of Ethics and Standards of Practice, and the CCA Manual of Operations.

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 members.

ARTICLE V — DIVISIONS, INTEREST GROUPS, AND AREA CHAPTERS

Section 1. Organization

Initially, Each Division, Interest Group, and Area Chapter shall submit to the CCA Governing Board its organization's Bylaws for approval. These organizations need to notify the CCA Governing Board of any subsequent amendments.

CCA Divisions:

A Division of CCA is one that has an ACA National Division. Any new CCA Division must be approved by a 2/3 vote of the CCA Governing Board granted to no more than one (1) Division of an ACA National Division.

Interest Groups or Statewide Groups:

An Interest Group is one that has a statewide membership but does not have an ACA National Affiliation. The CCA Governing Board shall approve no more than one (1) Interest Group in a given area of interest.

Area Chapters with Multiple Division and Interest Group Memberships:

An Area Chapter may be formed by CCA members in an Area upon approval of a 2/3 vote of the CCA Governing Board, shall be granted to no more than one (1) Area Chapter in an Area.

Section 2. Authority

A Division, Interest Group 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

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affiliation with CCA. The Governing Board shall establish policies and procedures for responsible fiscal operation of Divisions, Interest Groups, and Area Chapters.

Section 3. Representation

Each Division, Interest Group, or Area Chapter may designate one (1) representative to serve as a member of the CCA Governing Board. All officers in Area Chapters must be members of CCA.

Section 4. Reports

Each Division, Interest Group, and Area Chapter shall submit an annual report to the President. Each Division, Interest Group, and Area Chapter shall transmit to the CCA Governing Board the officers' 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, Interest Group, and 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.

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 Interest Groups. 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 or electronic ballot of the general CCA membership by a majority vote of the returned ballots.

The President shall appoint a Corporate Secretary and a Treasurer with the approval of the Governing Board who shall serve until successors are appointed.

Section 2. Nomination and Election of Officers

Nominations. The Nominating Committee shall:

1. Be composed of three CCA members appointed by the CCA Governing Board. The Chairperson shall be elected by the Nominating Committee Members.
2. Nominate at least one (1) nominee for each office.

Each Division and Interest Group 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 Election Committee shall conduct the election of officers by ballot provided to the voting members of the Association via US mail or electronically.

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2. Election results and the names of officers elected shall be announced via the CCA website.
3. Procedures for implementing the nomination and elections of officers shall be contained in the Manual of Operations.

Report to ACA: The CCA Executive Director shall provide the names of current CCA officers to the appropriate ACA office.

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. If there is no President-Elect, the Executive Director will serve as President Pro-Tem until such officers are elected. In the 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 appoint chairpersons and members of standing committees, except as otherwise specified in these bylaws. The President may 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 a member of the CCA Governing Board, Executive Committee and Finance Committee.

Corporate Secretary. The Corporate Secretary shall hold the 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 CCA Governing Board, Executive Committee and Finance Committee.

Treasurer. Assures the receipt and expenditure of funds in accordance with directives of the CCA Governing Board and shall be under such bond as determined by the CCA Governing Board. The Treasurer shall render periodic reports to the Executive Committee and a written annual report to the CCA Governing Board at 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 CCA Governing Board and Executive Committee.

Executive Director. An Executive Director approved by the CCA Governing Board may serve and represent the CCA organization. The Executive Director shall conduct the day-to-day business affairs of the Association as directed by the CCA Governing Board.

Section 5. Compensation and Expenses of Officers' Services

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 CCA Governing Board and as set forth in the Manual of Operations.

ARTICLE VII — GOVERNING BOARD

Section 1. Composition

The CCA Governing Board shall consist of between 9 to 15 members with the exact number to be established by the CCA Governing Board. The quorum for CCA Governing Board meetings shall be one third (1/3) of the number of board members then in office.

A president in good standing with CCA of a Division or Interest Group may also serve as a CCA Board Member.

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

No representative may concurrently represent more than one organization.

Section 2. Functions

The CCA 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, Interest Groups or Area Chapters
- Receive reports of Divisions, Interest Groups, Area Chapters and special committees.
- Amend bylaws and policies and procedures
- Develop the strategic plan of the Association
- Adopt an annual budget

Section 3. Meetings

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

Section 4. Executive Committee

- A. Composition — The Executive Committee will be composed of 7 members. A quorum for a meeting of the Executive Committee will be 5 members: CCA President (presiding officer), President-Elect, Immediate Past President, Corporate Secretary, Treasurer, Executive Director, a representative from a CCA Division determined by the CCA Governing Board.
- B. Functions — The Executive Committee shall act and implement the policies and procedures of the CCA Manual of Operations on behalf of the CCA 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 CCA 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 be noted in the next Governing Board meeting minutes (to the extent permitted by law).
Formulate and recommend policies to the Governing Board.

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- 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 — COMMITTEES

Section 1. Standing Committees

Standing Committees of CCA shall be: Finance, Membership, Nominating Committee, and Election Committee. Standing committees shall transmit an annual written report to the CCA President who shall distribute the report to the CCA Governing Board.

Section 2. Special Committees

Special committees may be created by the President or the CCA Governing Board for the promotion of a particular purpose of CCA. The President or the CCA Governing Board shall determine the committee's chairperson, membership, function and purpose. Each special committee shall complete the assigned task by the date specified and submit a written report to the CCA President by or before a date set by the CCA Governing Board. The CCA President shall distribute the reports to the CCA Governing Board.

ARTICLE IX — FINANCES

Section 1. Fiscal Policies

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

Section 2. Budget

The CCA Governing Board shall adopt an annual budget.

Section 3. Fiscal Year

The fiscal year shall be from July 1 to June 30th.

Section 4. Expenditures and Revenue

Only revenue generated and preauthorized 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 (2/3rd) vote of the CCA Governing Board during the fiscal budget year. Authorized expenses incurred by CCA, a Division or Interest Group shall be paid from the CCA account. Revenues generated by CCA, a Division, or Interest Group shall be deposited into the CCA account. Divisions and Interest Groups may submit proposals for disbursement to be approved by the CCA Board Approval. Revenue generated by Area Chapters shall be managed exclusively by the Area Chapter.

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, Corporate Secretary, and Executive Director.

Functions — Develop and submit an annual budget to the CCA Governing Board for approval by the end of the fiscal year (June 30th). Monitor CCA's annual budget and recommend fiscal policies to the CCA Governing Board.

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

ARTICLE X — ELECTRONIC MEETINGS

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

ARTICLE XI — NONDISCRIMINATION

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

ARTICLE XII — 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 CCA 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 CCA 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 XIII — 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 without vote may be engaged to advise the President and the CCA Governing Board on parliamentary procedures.

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 CCA 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 CCA Governing Board such proposed amendment with an explanation. The CCA Governing Board shall prepare the amendment for vote of adoption with or without appending the recommendation.

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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 ACA Governing Council meeting at which the change may be considered. Any such proposed amendment can only take effect with the approval of the ACA Governing Council.

Section 3. Bylaw Amendments

These Bylaws may be adopted at any regular CCA Governing Board meeting provided that all of the following steps are completed: previous written notice with the complete text of the proposed amendments shall be distributed to the CCA Governing Board members by US mail or email thirty (30) days prior to the meeting of the CCA Governing Board members. An affirmative two-thirds (2/3rd) vote of the CCA Governing Board members at a regular meeting at which a quorum is present shall be required for the adoption of the amendment or amendments.

Revision adopted by CCA Governing Board on October 25, 2015.

Revision adopted by Governing Board on June 4, 2005.

Revision ratified by General Membership on February 17, 2007.

Revision adopted by Governing Board on January, 2011

Ratified by General Membership on February 20, 2011