

**BYLAWS OF THE ASSOCIATION FOR
COUNSELOR EDUCATION
AND SUPERVISION**
A Division of the American Counseling Association



Adopted May, 1979
Revised July 31, 1980
Revised March 18, 1982
Revised March 22, 1983
Revised March 20, 1984
Revised April 2, 1985
Revised April 22, 1986
Revised April 23, 1987
Revised March 22, 1988
Revised February 28, 1989
Revised March 18, 1991
Revised April 29, 1995
Revised November 1995
Revised March 2002
Revised November 2002
Revised April 2005
Revised April 2006
Revised, October 2015
Revised, March, 2016
Revised, November 2018
Revised, August 2019 (Approved by ACA, March 2020)
Revised, November 2020

Article I

Name and Purpose

Section 1. Name: The name of this Association shall be the Association for Counselor Education and Supervision (ACES), a Division of the American Counseling Association (ACA).

Section 2. Affiliation: This Association is organized and governed in accordance with the Bylaws of ACA. ACES has fiduciary responsibility for the five geographic regions: North Atlantic ACES (NARACES), North Central ACES (NCACES), Rocky Mountain ACES (RMACES), Southern ACES (SACES), and Western ACES (WACES).

Section 3. Purpose: The purpose of the Association, in accordance with the purpose of ACA, shall be to utilize counselor education and supervision 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.

The Association is organized and operated exclusively for charitable and educational purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1954.

Section 4. Dissolution: In the event of dissolution or final liquidation of the Association, the Governing Council 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 and the regions to one or more of the following categories of recipients as the Governing Council of the Association shall determine:

- a.) non-profit organization or organizations which may have been created to succeed the Association, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1954 or as an organization exempt from federal income taxation under section 501 (a) of such Code as an organization described in section 501 (c)(3) of such Code; and/or
- b.) a non-profit organization or organizations having similar aims and objects as the Association and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1954 or as an organization exempt from federal income taxation under section 501 (1) of such Code as an organization described in section 501 (c)(3) of such Code.

No part of the net earnings, gains or assets of the Association shall accrue to the benefit of or be distributable to its directors, officers, other private individuals or organizations organized and operated for a profit (except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as herein above stated). No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall be empowered to make the election authorized under section 501 (h) of the Internal Revenue Code of 1954. The Association shall not participate in or intervene in

(including the publishing or distribution of statements) 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:

- a) by an organization exempt from federal income taxation under section 501 (a) of the Internal Revenue Code of 1954 as an organization described in section 501(c)(3) of such Code,
- b) by an organization described in sections 509(a)(1), (2) or (3) of the Internal Revenue Code of 1954 (as the case may be), and/or,
- c) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) of the Internal Revenue Code of 1954. References herein to sections of the Internal Revenue Code of 1954, as amended, are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.

Article II Membership

Section 1. Types of Membership: This Association shall consist of four types of membership: professional, new professional, student and retired. Special memberships may be established by vote of the General Assembly upon recommendation of the Governing Council.

Section 2. Privileges of Membership:

- a) Professional members shall have all the rights and privileges normally accorded members of a scientific, educational, and professional association including the right to vote and hold elective office.
- b) Student members shall have all the rights and privileges accorded professional members as long as they meet the criteria the Association prescribes for student membership.
- c) Members in retirement shall be entitled to reduced annual dues and shall maintain all the privileges of professional members.
- d) All ACES members are automatically members of the regions in which they reside.

Section 3. Requirements for Membership:

- a) To be eligible for membership, a person must be a member of ACA.
- b) To be eligible for professional membership, a person must meet the requirements of subsection (c) of this section and:
 - 1. be on the faculty of or affiliated with a college or University and be regularly engaged in the professional preparation of professional counselors or student personnel workers; or
 - 2. be regularly engaged in performing the duties of a local, state or national supervisor of guidance, counseling or student personnel services, or in performing the duties of professional assistant to such supervisors; or
 - 3. be otherwise regularly engaged in the professional leadership direction, coordination or supervision of state qualified counselors or other qualified professional guidance or student personnel workers. The term "regularly

engaged" shall mean that the specified professional activity constitutes a significant and continuing aspect of the individual's professional work in accordance with criteria approved by the Governing Council.

- c) In addition to meeting the requirements of sub-section (b) of this section, a person to be eligible for professional membership must be a recipient of a graduate degree conferred by a graduate school of recognized standing based in part upon course work providing preparation for performing the duties in sub-section (b) of this section.
- d) To be eligible for student membership, a person shall be eligible for student membership in ACA, and shall be actively enrolled in a graduate program leading to a graduate degree as described in (c) above.
- e) A professional member may retain this status as long as the member maintains continuous membership in ACES. Any regular members whose membership is severed in accordance with Section 5 of this article and who apply for reinstatement as a regular member shall be required to meet, at the time of the member's reinstatement, the then existing requirements.

Section 4. Membership Procedures: The Governing Council shall prescribe the forms and procedures to be used in approving applications for membership in accordance with policies established by ACA.

Section 5. Severance of Membership:

- a) Failure to pay dues as prescribed by the Association and by ACA shall be interpreted as withdrawal from membership in ACES and the region. Reinstatement shall be by renewed application, as in Section 3 of this Article.
- b) A member may be dropped from membership in ACES and the region for any conduct that tends to injure the Association or to adversely affect its reputation, or that is contrary to or destructive of its objectives according to the Bylaws and Code of Ethics of the Association. Complaints brought against members shall be processed according to the ACA Bylaws and the ACA Ethics Committee Policy and Procedure for Processing Complaints of Ethical Violations.

Article III

ACES Regional Associations

Section 1. Recognized ACES Regional Associations(s): The ACES Regional Associations of this Association shall be: (a) North Atlantic; (b) North Central; (c) Rocky Mountain; (d) Southern; and (e) Western.

Section 2. Changes in ACES Regional Association(s):

- a) A Regional Association may be subdivided or altered only by its own action and the approval of the Governing Council, except as provided in sub-section (b) below. Recognition by the National Association of new Regional Associations can be accomplished by amending Section I of this Article.

- b) In the event that the Governing Council finds that the affiliation of a Regional Association is no longer in the best interests of the Association, the principal officers of the Regional Association shall be so informed and the affiliation may thereafter be terminated by amending Section 1 above, provided, however, that no such action shall be taken until the Regional Association has been given a period of at least one year in which to take remedial measures designed to justify continued affiliation.

Section 3. Governance of ACES Regional Association(s): A Regional Association shall conduct its affairs consistent with the Bylaws of ACA and the Bylaws of this Association.

- a) A Regional Association shall be governed by Bylaws that are subject to the approval of the Governing Council of the National Association.
- b) The professional qualifications for membership in a Regional Association shall not exclude from membership any voting members of ACES who reside within the Region.
- c) All members of Regional Associations shall be voting members of ACES.
- d) A Regional Association shall provide for membership in its governing structure which shall be representative of the professional interests of the Association members and the geographical areas or State Divisions within the Region.

Article IV State Divisions

Section 1. Formation of State Divisions: A group of actively interested persons within a particular state may form a State Division of the Association.

- a) The Governing Council shall establish, subject to the approval of the General Assembly, the policies and procedures for chartering State Divisions, consistent with these Bylaws and the Bylaws of ACA.
- b) The professional qualifications for membership in State Division shall not exclude from membership any voting member of ACES who resides within the State.
- c) Each State Division shall be a division within the appropriate State Branch of ACA and the recommendation of the State Branch shall be required prior to the chartering of a State Division of ACES.
- d) Bi-State Divisions. States not having enough potential membership in accordance with Governing Council guidelines may be allowed to align themselves with contiguous states for the purpose of attending to common interests and needs. Such alignment must be approved and recommended by the sponsoring State Branches of ACA prior to the granting of a charter to the Bi-State Division. The combined membership of the Bi-State Division will meet the minimum number determined by the ACES Governing Council.
- e) The Bi-State Division will have a voting representative on the Governing Council of each State's ACA State Branch.

Section 2. Governance of State Divisions: A State Division shall be autonomous in the conduct of its affairs consistent with these Bylaws, the Bylaws of ACA, and the Bylaws of the State Branch of ACA with which it is affiliated. Each State Division shall provide the President of ACES and the presiding officers of the Regional Association each a copy of the State Division's Bylaws,

immediately after these are amended. A State Division shall have the power to establish interest sections and to choose its own officers and committees provided that the elective officers of each State Division shall be voting members of this Association. In addition to being members of ACES, elective and appointed officers of State Divisions must be members of ACA, their respective State Branch, and the State Division of ACES.

A State Division shall have an annual election conducted in a democratic manner allowing full participation by the membership. Consistent with Article VII, Section 11 of these Bylaws, no elected officers of a State Division may succeed themselves except after such persons have been filling an unexpired term.

Section 3. Reports: Each State Division shall transmit to the President of ACES the names of its officers forthwith after their election or appointment. Each Division shall transmit an annual report to the President of ACES who will report salient developments to the Governing Council.

Section 4. Involuntary Dissolution of a State Division: Upon the recommendation of the Governing Council, the General Assembly shall have the power to revoke the Charter of a State Division when it is deemed in the best interests of the Association to do so,

- a) Whenever requested by the Governing Council, the Charter of a Division will be reviewed for continuance. In the review process, the Division shall demonstrate that it has had a demographic governance with varied leadership, a substantial membership, an active Division program, and has participated responsibly in the business and professional affairs of the Region and of ACES. Failure in this regard may cause the Division Charter to be revoked or result in the Division being placed on probationary status.
- b) Before final action is taken on dissolution of a Division Charter, a notice of intent to dissolve must be passed by a majority of the ACES Governing Council and the Division advised in writing of the reasons for the proposed action. The Division shall have until the next national meeting of the Association (but in no case, less than nine (9) months) to effect remedial measures or otherwise bring itself into compliance with the Bylaws of the Association.
- c) A two-thirds (2/3) vote of the members of the General Assembly present and voting shall be necessary to revoke a Division Charter.

Article V

Representation in ACA

Section 1. Representative on the ACA Governing Council: The Association shall be represented on the ACA Governing Council by an elected representative. The Governing Council of the Association shall nominate two persons from whom the membership shall elect one who will serve for a three-year term, and may serve two consecutive terms. The President-Elect of the Association shall represent the Association on the Governing Council in the absence or incapacity of the elected representative.

Article VI

The Governing Council and the Executive Committee

Section 1. Functions of the Governing Council: The Governing Council shall be the agency through which the general administrative and executive functions of the Association shall be carried out. It shall perform the responsibilities assigned to it by these Bylaws and shall conduct, manage and control the business of the Association between General Assembly meetings, and report its actions to the General Assembly. It shall be responsible for appointing successors when elected officers cannot complete their terms otherwise provided for in these Bylaws.

Section 2. Membership on the Council: Voting members on the Governing Council shall be comprised of the President, Immediate Past-President, President-Elect, Treasurer, Secretary, the five regional Presidents, the Graduate Student Representative, and the Representative to the ACA Governing Council, Non-voting members on the Governing Council shall be comprised of the Secretary-Elect, Treasurer-Elect, the five regional Presidents-Elect, the Graduate Student Representative Designee, the Immediate-Past Graduate Student Representative and the Executive Director.

Section 3: Meetings of the Governing Council and Executive Committee:

- a) The Governing Council and the Executive Committee shall meet at least twice per fiscal year. The Governing Council and the Executive Committee will meet at the Summer business meeting. In years when the ACES conference occurs, the Governing Council and the Executive Committee shall meet at the Conference. In years when regional conferences occur, the Governing Council and the Executive Committee will hold a Fall business meeting. Additional meetings of the Governing Council and of the Executive Committee may be called by a majority vote or petition of the members present and voting at the Governing Council meeting. The time and place of such additional meeting shall be fixed by the Governing Council. Notice thereof shall be given to all members of the Governing Council and the Executive Committee at least thirty (30) days prior to any such additional meetings.
- b) The President of the Association shall preside at meetings of the Governing Council and of the Executive Committee. In the absence of the President, the President-Elect shall preside.
- c) Each voting member of the Governing Council and the Executive Committee shall have one (1) vote.
- d) A minimum of 50% of members and of voting members shall constitute a quorum for both the Governing Council and the Executive Committee.
- e) Written reports, summarizing the progress of the Association, shall be submitted upon written request of the President.
- f) Any Association members may present business for Governing Council and for Executive Committee consideration.
- g) Meetings of the Governing Council and of the Executive Committee may be canceled by the President of the association.

Section 3. The Executive Committee:

- a) The Executive Committee of this Council shall consist of the President, President-Elect, Immediate Past-President, Treasurer, Secretary, Graduate Student Representative, and

- Representative to the ACA Governing Council (voting members) and the Secretary-Elect, Treasurer-Elect and the Executive Director (non-voting members).
- b) When physical meetings of the Council are desirable between meetings of the Association but conditions of time, distance or finances make such meetings of the Council impractical, the Council may by majority vote of its membership empower its Executive Committee to carry out its duties.
 - c) The Executive Committee shall act for the Governing Council within policies as may be established by the Governing Council. The Executive Committee shall function primarily to address those issues which are necessary for the efficient operations of ACES where the time requirements necessitate immediate action. All actions and activities of the Executive Committee shall be communicated to the Governing Council minutes which are distributed within ten working days of an Executive Committee meeting. The actions taken by the Executive Committee must be submitted for ratification by the Governing Council at the next Governing Council meeting. Any subsequent decision by the Governing Council that is contrary to an action taken by the Executive Committee shall (to the extent permitted by law) be given only prospective effect.

Article VII Officers

Section 1. Elected Officials: The elective officials shall be a President, a President-Elect, a Secretary, Secretary-Elect, Treasurer, Treasurer-Elect and representative of the ACA Governing Council. Each elected official must be a member of ACA.

Section 2. The Immediate Past-President: The Immediate Past-President is an officer of the association and member of the Executive Committee. The Immediate Past-President shall serve as Chairperson of the Nominations and Elections Committee and also serve on the Governing Council and the Executive Committee of the Association. If the Immediate Past-President is nominated for one of the elected offices, the Executive Director shall serve as Chairperson of the Nominations and Elections Committee. The Immediate Past-President shall serve for one year.

Section 3. The President: The President shall be the chief executive officer of the Association and Chair of its Governing Council. Subject to policies approved by the Governing Council, the President shall appoint chairs and members of all committees unless otherwise specifically provided for in these Bylaws or by the motion establishing such committees. The President shall hold ex-officio membership on all committees. The President shall report annually to the Governing Council, the General Assembly and the Association members regarding the business of the Association and other items of concern to the member. Additionally, the President shall preside over all meetings of the General Assembly. The President shall serve for one year in the office of President, and shall succeed to the office of immediate past-president at the expiration of their term.

Section 4. The President-Elect: The President-Elect shall serve as President at all Association or Governing Council meetings in the absence of the President. The President-Elect shall serve as

Chair of the Budget and Finance Committee and shall succeed to the presidency at the expiration of the term as President-Elect. The President-Elect shall serve as the official or at-large representative to people or groups outside the Association. The President-Elect shall serve for one year in the office of President-Elect.

Section 5. The Secretary: The Secretary shall keep the records of the current activities of the Association, the Governing Council and its Executive Committee and shall perform such duties as assigned by the President and/or by the Governing Council. The Secretary shall serve for one year.

Section 6. The Secretary-Elect: The Secretary-Elect is an officer of the Association and serves on the Executive Committee. The Secretary-Elect shall serve as Chairperson of the By-Laws Committee and also shall coordinate the preparation of the Association newsletter. The Secretary-Elect shall serve for one year.

Section 7. The Treasurer: The Treasurer shall represent the Association in assuring the receipt and expenditure of funds and shall operate in accordance with policy established by the ACA Board of Directors. The Treasurer shall perform the duties customary to the office and such additional duties as may be directed by the Governing Council. The Treasurer shall serve for three years and in their third year provide mentorship to the Treasurer-Elect. The Treasurer-Elect is not a voting member during their year of mentorship.

Section 8. The Treasurer-Elect: The Treasurer-Elect shall serve, during the third year of the term of the Treasurer, as an assistant to the Treasurer, and shall undertake such other activities under the direction of the Treasurer as may be determined by the Governing Council to be desirable to enable the Treasurer-Elect to function effectively during the term of office as Treasurer. The Treasurer Elect shall succeed to the position of Treasurer one year after the appointment, or upon the prior occurrence of a vacancy in the office of Treasurer.

Section 9: The Graduate Student Representative: The Graduate Student Representative shall be elected by the Governing Council from a pool of five candidates, one from each region. The Graduate Student Representative will serve for three years. In year one, they will serve as the Graduate Student Representative Designee (nonvoting), in year two they will serve as the Graduate Student Representative, and in year three, they will serve as the Immediate-Past Graduate Student Representative (nonvoting). The Graduate Student Representative is a voting member of the Governing Council and serves as Chair of the Graduate Student Committee.

Section 10. Nominations and Elections:

- a) In accordance with policies approved by the Governing Council, the Nominations and Elections Committee shall conduct the nominations and elections of the Association, review and recommend procedures for carrying out the annual election in accordance with policies adopted by the Governing Council and may propose to the Governing Council nominees for President-Elect of ACA.
- b) The procedures and forms to be used and the schedules to be followed in carrying out the provisions of subsection (a) shall conform with those established by ACA and by subsection (c).

- c) Nominations and election ballots shall be prepared as follows:
1. The Nominations and Elections Committees shall conduct the primary election of officers by ballot,
 2. Each Regional Association shall have the right to submit the names of not more than one (1) candidate each to be placed on the primary ballot for President-Elect and Secretary-Elect annually; and the ACES GC representative and Treasurer triennially. The candidates must be eligible and willing to serve.
 3. The Governing Council shall nominate two (2) eligible and willing persons whose names shall be placed on the final ballot for Representative to the ACA Governing Council whenever incumbent Representative's term of office shall expire.
 4. Nominations shall be submitted in writing by the Regional Association President or Principal Circulator of a Petition to the Committee Chairperson by a timeline designed to meet all deadlines of the election process. Receipt of all nominations will be acknowledged in writing by the Committee Chairperson prior to distributing the primary ballot. The Past-President, as Chair of the Nominations Committee, will be responsible for notifying the regions of the deadlines each year. Regions may submit nomination via e-mail in order to meet the deadlines.
 5. The Nomination and Elections Committee shall have the power to place on the primary ballot the names of eligible and willing candidates as may be necessary to make the ballot as representative as possible of the several Regional Associations.
 6. The Nominations and Elections Committee shall place on the final ballot the names of the two individuals receiving the highest number of primary election votes for each office.
 7. The primary election is held among the eligible voting members of the ACES Governing Council at its annual summer business meeting.

Section 11. Vacancies in Unexpired Terms: The President-Elect shall succeed the President for any unexpired term and continue as President for the terms for which the person was elected. In the case of vacancy in any elective office, the Governing Council shall have power to fill the same until the next election, and persons thus appointed to office shall be eligible for election to succeed themselves for one full term. The President shall have the power to appoint substitute representatives.

Section 12. Re-election: No elected officers of the Association may succeed themselves in office, except as provided in Section 10 of this Article. This provision does not abridge a member's right to be elected to any office at a later time.

Section 13. Removal of Officers: Any elected Officer may be removed from office, with or without cause, upon a vote of a majority of the Governing Council members then in office to remove him or her from the Officer position, whenever the Governing Council members' judgment the best interest of the Association would be served thereby, provided that all the Governing Council members have at least ten days' notice of the proposed removal and the Officer at issue has an opportunity personally to address the Governing Council prior to the removal vote. Any officer appointed by the President may be removed with or without cause by the President.

Article VIII

The General Assembly

Section 1. Composition:

- a) The General Assembly shall be composed of all members of the Association present and attending the annual meeting or by those who open an online ballot distributed to all ACES members.

Section 2. Powers and Functions of the General Assembly:

- a) The General Assembly shall take action on the recommendations of the President-Elect for the Association's tentative policies, budget and goals prior to the start of the new fiscal year.
- b) The General Assembly shall grant or deny petitions for the formation of new State Divisions and shall also revoke, following consideration and upon the recommendation of the Governing Council, charter's that may previously have been granted to State Divisions.
- c) The General Assembly shall 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 Association Bylaws.

Section 3. Meetings of the General Assembly:

- h) The meeting of the General Assembly shall constitute the annual meeting of the membership of the Association. Additional meetings of the General Assembly may be called by a majority vote or petition of the members present and voting at the General Assembly meeting or by the Governing Council. The time and place of such additional meeting shall be fixed by the Governing Council. Notice thereof shall be given to all members of the General Assembly at least thirty (30) days prior to any such additional meetings.
- i) The President of the Association shall preside at meetings of the General Assembly. In the absence of the President, the President-Elect shall preside.
- j) Each member of the General Assembly shall have one (1) vote.
- k) Those Association members present and attending the General Assembly shall constitute a quorum.
- l) Written reports, summarizing the progress of the Association, shall be submitted upon written request of the President.
- m) Any Association members may present business for General Assembly consideration.
- n) The annual meeting of the General Assembly may be held during the annual ACA Conference and shall not exceed two hours in length.
- o) The annual meeting may also be held electronically with at least thirty (30) days prior notice and shall not exceed two hours in length.
- p) Meetings of the general assembly may be canceled by the President of the association.

Article IX

Business Affairs of the Association

Section 1. Dues:

- a) Annual dues shall be set by the Governing Council in accordance with the ACA Bylaws.
- b) ACES members shall renew their annual membership in the Association and their region simultaneously. Standardized regional membership dues will be incorporated into annual ACES dues, and ACES members shall be members of the regions in which they reside. Regional dues shall be distributed monthly to regions as revenue. ACES members who wish to join additional regions may do so at an additional cost determined by the ACES Governing Council.
- c) The Governing Council shall not establish any increase in Association dues unless such action is ratified by the majority of the members voting by ballot or by a majority of the General Assembly present and voting, provided that a notice of such proposed action shall have been emailed to the Association members at least 30 days prior to such meeting. Any approved dues increases shall take effect on July 1, the beginning of the fiscal year.

Section 2. Parliamentary Authority: The Parliamentary authority for the meeting of the Association will be Robert's Rules of Order. A Parliamentarian shall be present at all official meetings of the General Assembly. A Parliamentarian shall be appointed by the President and should not be a voting member of the Governing Council.

Section 3. Reports: The Governing Council, the officers, and the chairs of each standing committee, special Committee and interest network shall submit a report concerning their activities to the President and to the Secretary of the Association at least 30 days prior to the annual meeting of the General Assembly, and at such other times as the President may direct.

Section 4. Fiscal Year: The fiscal year of the Association shall coincide with the fiscal year of ACA.

Section 5. Interests of Members in Association Property: No member shall have any severable or transferable interest in the property of the Association. All rights, title and interest of a member in and to the property of the Association shall cease upon the members being dropped from the membership roll, expulsion from the Association or death. Upon dissolution of the Association, none of its property or assets shall be distributed to any of the members, and all such property or assets shall be distributed as specified in Article 1, Section 4.

Section 6. Historian/Archivist: The Executive Director shall serve as the Historian/Archivist and shall be responsible for collecting, organizing and cataloging all past records of the Association. The person shall also serve as historian of all previous business and activities of the Association and shall:

- a) Have recent leadership experience in the Association, have knowledge of the workings of the Association over an extended period of time, and have adequate time to properly collect, file and store all materials received.
- b) Archive ACES materials electronically.

Article X Publications

Section 1. Official Publication:

- a) Subject to the Bylaws of ACA, the official journal of this Association shall be designated as *Counselor Education and Supervision*.
- b) Actions taken by the ACES Governing Council and at the General Assembly will be posted online.
- c) The President of the Association shall, with the approval of the Governing Council, appoint a journal editor and such other staff as may be deemed necessary to carry out the provisions of this Article.
- d) The Journal Editor shall be a member of the ACA Board of Journal Editors (ACA Bylaws, Article XI, Section 2).
- e) The Governing Council shall from time to time determine the frequency of issuance and the size and format of the journal, taking into consideration the needs of the Association, the availability of suitable material for publication and finances available for publication of the journal.

Section 2. Other Publication and Media Resources: The Governing Council may authorize from time to time such other publications and media resources as may be deemed desirable.

Section 3. Publications of Actions: Actions taken by the ACES Governing Council and at the General Assembly will be posted online.

Article XI Committees

Section 1. Standing and Special Committees: There shall be two types of committees of the Association: Standing Committees and Special Committees.

Section 2. Standing Committees: Standing Committees are those committees constituted to perform a continuing function, essential to the ongoing organizational structure of the Association, and remain in existence for the life of the Association. Their functions are described in the Association's Bylaws. Standing Committees can be changed only by a change in the Bylaws of the Association.

Section 3. Special Committees: Special Committees may be authorized by the Governing Council or the General Assembly to carry out a specified task, at the completion of which they automatically cease to exist. Special Committees shall serve as long as the Association wishes

them to continue, and will report annually to the Governing Council. Special Committees may be appointed, renewed, altered or discontinued without a Bylaws change. Special committees and their duties may be formed, modified, or dissolved at the discretion of the Governing Council. They are designed to serve the mission and program, as opposed to the organizational structure, of the Association. Their functions may be described in the ACES Handbook or other publications of the Association.

Section 4. The Standing Committees of the Association: The Standing Committees of the Association shall be:

- a) Awards Committee
- b) Budget and Finance Committee
- c) Bylaws and Resolutions Committee
- d) Product Development Committee
- e) Membership Committee
- f) Nominations and Elections Committee
- g) Graduate Student Committee
- h) Research Awards Committee
- i) Financial Investment Committee
- j) Strategic Planning Committee
- k) Human Rights & Social Justice Committee
- l) Conference Committee

Section 5. Standing Committee Functions. The functions of the Standing Committees shall be as follows:

- a) The **Awards Committee** oversees and coordinates the invitation for, review of, and selection of the recipients for all awards given by the Association. This includes preparation of announcements calling for nominations, monitoring of award criteria, carrying out all responsibilities associated with the annual determination of awardees, and making periodic reports to the Governing Council and General Assembly with respect to new awards, amended criteria and elimination of various awards.
- b) The **Budget and Finance Committee** shall be responsible for preparation and presentation of the annual budget that includes the five regional budgets, and shall carry out such other activities as may be assigned by the Governing Council or the President. It shall also monitor and confer as needed regarding ACES finances and report to the Governing Council.
- c) The **Bylaws and Resolutions Committee** shall receive and review proposals for amending the Bylaws and all resolutions submitted by various components of the Association. The Committee shall present proposed amendments, in accordance with Article XIII, to the Governing Council, and resolutions to the General Assembly through the Governing Council for action.
- d) The **Product Development Committee** shall oversee the development of media, publications and non-print resources and coordinate the promotion and marketing of all media of the Association with the approval of the Governing Council.
- e) The **Membership Committee** shall actively promote ACES Membership. The Committee shall include Chairs of ACES Regional Membership Committees in the maintenance of a national network.

- f) The **Nominations and Elections Committees** shall be responsible for carrying out nominations and elections procedures in concert with the ACA nominations and elections timetables and procedures. Membership shall consist of the Immediate Past-President who shall be chair, plus the immediate Past-President of each Regional Association.
- g) The **Graduate Student Committee** shall be responsible for coordinating all activities of the graduate student members of ACES (as defined in Article XI, Section 2 (d)). Duties of the Committee include: identifying annual goals and objectives; preparing a budget for consideration by the Governing Council; planning special graduate student activities at ACA Conferences and at National ACES Conferences; and maintaining a Committee membership and roster of at least (20) members. The Graduate Student Representative serves as Chair of the Graduate Student Committee.
- h) The **Research Awards Committee** oversees and coordinates the invitation for, review of, and selection of the recipients for the Research awards given by the Association. This includes preparation of announcements calling for nominations, monitoring of award criteria, carrying out all responsibilities associated with the annual determination of awardees, and making periodic reports to the Governing Council and General Assembly with respect to new research awards, amended criteria and elimination of various research awards
- i) The **Financial Investment Committee** shall be responsible for exploring and preparing recommendations for financial investment of the association and carry out such other activities as may be assigned by the Governing Council or the President. It shall also monitor and confer as needed with the Budget & Finance Committee and report to the Governing Council.
- j) The **Strategic Planning Committee** shall be responsible for the five-year strategic plan to provide continuity of vision, mission, values, and goals from year to year and from Governing Council to Governing Council. It ensures the goals and initiatives of the strategic plan can be realized, further developed, and shared with members of ACES, and Divisions and Regions of ACA, to provide the education and supervision needed by professional counselors so they can best serve their clientele.
- k) The **Human Rights & Social Justice Committee** shall be responsible for advancing pedagogy, supervision, and research related to issues of social justice and human rights on behalf of the Association. The committee identifies entities with which it would be beneficial for ACES to collaborate with on issues of social justice as it relates to teaching, research, counseling, supervision, leadership and advocacy. The committee provides recommendations to the Governing Council and organizes social justice focused events.
- l) **Conference Committee.** Under the direction of the ACES Conference Coordinator and Conference Staff, the ACES Conference Committee shall be responsible for the planning and managing of the ACES National Conference in consultation with the ACES Executive Council. Additional functions of the committee include: site selection/onsite coordination, programming, registration, budget development, exhibitors, continuing education, and publicity.

Section 6. Terms of Committee Members: No person shall serve on the same committee for more than three consecutive years except by vote of the General Assembly or as otherwise specified in these Bylaws. Chairs of all committees shall serve for a period of one year, but may be re-appointed to succeed themselves. The Governing Council or the General Assembly may waive

the one-year term for committee chairs and appoint same to two or three-year terms as such action is deemed to be in the best interests of the Association.

Article XII Interest Networks

Section 1. Interest Networks: Interest networks may be authorized by the General Assembly or by the Governing Council. Such networks identified by professional interest areas shall be as long as there is need and may be deactivated by the Governing Council. Chairs shall serve for a period of one year, but may be reappointed if such action is deemed to be in the best interests of the Association.

- a) The chairperson of each interest network must be a regular member of the Association.
- b) The chairperson shall be appointed by the ACES President-Elect.
- c) The chairpersons shall develop goals and objectives and submit recommended actions and necessary reports to the Governing Council.

Article XIII Indemnification

Section 1: The Association shall indemnify each member of its Governing Council as described in Article VI, Section 2, each of its officers, as described in Article VII, Section 1, and each of the members of each of its Standing Committees and their agents, 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.

Section 2: The Association shall indemnify each of its Council members, officer and committee members and their agents, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement and reasonable expenses including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceeding, or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a Council member, officer or committee member or agent and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Association, and in the case of criminal action or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Governing Council acting (1) by a quorum consisting of Council members who are not parties to such action or proceeding upon finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that, the Council member, officer or committee member or agent has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Governing Council, it may rely, as to all questions of law, on the advice of independent legal counsel.

Section 3: Every reference herein to a member of the Governing Council, officer or committee member or agent of the Association shall include every Council member, officer and committee member or agent thereof or former Council member, officer and committee member and agent thereof. This indemnification shall apply to all judgments, fines, amounts in settlements and reasonable expenses described above whenever arising allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which any Council member, officer or committee member or agent of the Association might otherwise be entitled and the provision hereof shall neither impair nor adversely affect such right.

Article XIV Bylaws

Section 1. Amendment: These Bylaws may be amended from time to time as follows:

- a) The Governing Council may propose amendments for approval by the Association.
- b) Proposed amendments may be submitted to the Governing Council and the General Assembly through the Association by the executive body of any Regional Association or State Division or upon petition signed by at least twenty-five (25) voting members of the Association. Such proposals shall be submitted at least ninety (90) days prior to the meeting of the General Assembly at which such proposed amendments are to be discussed.
- c) At least thirty (30) days prior to General Assembly action, the proposed amendments and the Governing Council's recommendations shall be made available to all members of the Association.
- d) Proposed amendments recommended by the Governing Council and/or General Assembly shall be acted upon by the Association by either of the two following methods:
 1. by the affirmative vote of at least two-thirds of the General Assembly present at a scheduled meeting of the Association at least thirty (30) days after notification of members as required in subsection (c) of this section.
 2. by the affirmative vote of at least two-thirds of the members voting in an electronic ballot, provided that the proposed amendment shall have been discussed at any Association meeting unless the Governing Council declares that emergency action is required.
- e) The Association may, by action at a scheduled meeting of the General Assembly, provide that a proposed amendment, not supported by the Governing Council, be submitted for approval by electronic ballot in accordance with (d) (2) above.
- f) All amendments to Division and Branch Articles of Incorporation and Bylaws are subject to the approval of the ACA Governing Council.