

KANSAS COUNSELING ASSOCIATION
KANSAS BRANCH OF THE AMERICAN COUNSELING ASSOCIATION

KANSAS COUNSELING ASSOCIATION BYLAWS

ARTICLE I: NAME, IDENTITY, AND MISSION

ARTICLE I: SECTION A: NAME

The name of this organization shall be the Kansas Counseling Association (KCA) which is organized as the Kansas state branch of the American Counseling Association (ACA).

ARTICLE I: SECTION B: IDENTITY STATEMENT

The Kansas Counseling Association (KCA) is a not-for-profit IRS 501(c) (3) organization of counseling and human development professionals.

ARTICLE I: SECTION C: MISSION

The mission of the Kansas Counseling Association (KCA) 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 1: SECTION D: ORGANIZATION

KCA is organized in accordance with the American Counseling Association (ACA) Bylaws.

ARTICLE II: MEMBERSHIP AND DUES

ARTICLE II: SECTION A: INDIVIDUAL MEMBERSHIP

1. Membership in KCA shall be by individual. There shall be no discrimination against any individual on the basis of ethnic group, race, religion, gender, sexual orientation, gender expression, gender identity, age, and/or disability.
2. A member must pay annual dues and must be a member of at least one region. Additionally, all state, regional, and divisional members must maintain Kansas **state** branch membership.

ARTICLE II: SECTION B: TYPES OF MEMBERSHIP

1. Professional: Professional members must hold a master's or higher degree in counseling or related field and subscribe to the objectives of the Association.

2. Regular: Regular members will be those whose interests and activities are consistent with those of the Association but are not qualified for professional membership.
3. Student: Student members shall be those who are classified as full time in an undergraduate or graduate program at an accredited college or university.
4. Emeritus membership: Provides for any professional or regular member to change membership status by retiring from the counseling profession or related employment, and who has been a member of the Association for at least five (5) successive years.
5. Divisions may set their own membership classes and criteria consistent with ACA guidelines.

ARTICLE II: SECTION C: DUES

1. Annual dues shall be assessed on a revolving basis which shall be determined by the anniversary date of initial or renewal membership. The fiscal year shall extend from July 1 to June 30.
2. Changes in dues shall be recommended by the Executive Council and approved by the Association. Membership shall be notified of proposed changes prior to an annual meeting. The proposed dues shall become effective upon approval of two-thirds (2/3) of the members voting.
3. Students and Emeritus members will pay dues of one-half the regular rate.
4. Any member shall be removed three (3) months from the date of expiration with non-payment or non-renewal of annual membership dues.

ARTICLE II: SECTION D: ETHICAL STANDARDS

1. Members shall abide by the Bylaws and Code of Ethics of the Association and the American Counseling Association.
2. A member may be dropped from membership for any conduct that tends to injure KCA, affect adversely its reputation, or is contrary to or destructive of the Association's mission according to the KCA Bylaws and ACA Code of Ethics. Prior to any change in membership status, all charges of misconduct shall be sent to the ethics committee for resolution.

ARTICLE III: REGIONAL CHAPTERS

ARTICLE III: SECTION A: ORGANIZATION OF REGIONAL CHAPTERS

1. The Association shall consist of regional chapters, located throughout the state, to serve the convenience of counselors of every region.
2. No regional chapter shall be organized or operated except in according to the Bylaws of the KCA.

ARTICLE III: SECTION B: FORMATION OF REGIONAL CHAPTERS

1. Application for the formation of a regional chapter shall be submitted to the Executive Council of KCA and such approval will also be sought from the chapters formerly serving that region.
2. A group of actively interested members may organize and petition the Executive Council of KCA to be recognized as a regional chapter.
3. The petitioning regional chapter must have a minimum of fifty (50) contiguously situated members and must file an application to the executive officers of the region or regions affected by such action. Any region having one or more members of the petitioning group shall constitute an affected region. This application shall include Bylaws consistent with the Bylaws of KCA. It shall specify the geographical signatures of no less than fifty (50) KCA members and shall present evidence that these members constitute a 2/3 majority of the KCA members in the designated region.
4. Upon fulfillment of the requirements stated in Section B:3, of this Article, and approval by a minimum of two-thirds (2/3) of the voting members of the KCA Executive Council, the petitioning group will be accepted as a chapter of KCA.

ARTICLE III: SECTION C: AUTONOMY OF REGIONAL CHAPTERS

1. A regional chapter shall be autonomous in the conduct of its affairs, consistent with the Bylaws of the Association.
2. Each region shall transmit an annual report to the President of the Association. This report will be shared with the general membership at the Association's Annual Meeting.

ARTICLE III: SECTION D: INVOLUNTARY REVOCATION OF A REGIONAL CHAPTER

The Executive Council shall have the power to revoke the when it is deemed in the best interest of the Association to do so.

Before the final action may be taken with respect to revocation of the charter of a Chapter, a notice of intent to revoke must first be passed by a majority of the members of the Executive Council present and the Chapter in question advised in writing of the reasons for the proposed action. The Chapter shall have until the next state Conference annual meeting of the Association to change remedial measures or otherwise bring itself into compliance with the Bylaws of the Association.

A two-thirds vote of the voting members present at the Executive Council meeting shall be necessary to revoke the charter of a Chapter..

ARTICLE IV: DIVISIONS

ARTICLE IV: SECTION A: AFFILIATED STATE DIVISIONS

1. Each division of the American Counseling Association may organize within the boundaries of the state of Kansas as a state division subject to the Bylaws of the national division.
2. A representative of such an organized state division shall be voting members of the KCA Executive Council.
3. A report of activities, programs, and projects shall be presented to the Executive Council of KCA at least annually, or at regular meetings of the council if requested by the president.
4. Dues of state divisions shall be determined by that state division and will be incorporated into the regular KCA dues statement.

ARTICLE IV: SECTION B: NATIONAL DIVISIONS NOT ORGANIZED AS STATE DIVISIONS

1. Each division of ACA which does not have an affiliated state division but which has members residing in the state of Kansas shall have a non-voting representative on the KCA Executive Council.
2. The representative to the KCA Executive Council shall be selected by the Kansas members of that national division. If the members do not select a representative, the president of KCA shall appoint one of their members to serve as their representative.
3. Assistance in the selection of representatives of unchartered state divisions to the national organization will be given by KCA upon the request of the membership.

ARTICLE IV: SECTION C: MEETINGS, COMMITTEES, COMMUNICATIONS

1. Provisions shall be made for all divisional groups to meet at the same time and place as provided for meetings of the Association as described in Article VII, Section A and B of these Bylaws.
2. Committees of KCA and the affiliated state division shall supplement and not duplicate each other.
3. Media, communications and publications to KCA members and divisional group members should supplement and not duplicate each other.

ARTICLE IV: SECTION D: INVOLUNTARY INACTIVATION OF A DIVISION

Any Division that does not, on or before the annual Association meeting submit the required documents will automatically become an interest group at the conclusion of the Annual meeting. An interest group will become active and compliant by:

- a. Holding valid elections for officers.
- b. Meeting the minimum membership requirements of 15.
- c. Submitting an annual report.

ARTICLE IV: SECTION E: INVOLUNTARY REVOCATION OF A DIVISION

1. The Executive Council shall have the power to revoke the charter of a Division when it is deemed in the best interest of the Association to do so.

2. Before the final action may be taken with respect to revocation of the charter of a Division, a notice of intent to revoke must first be passed by a majority of the members of the Executive Council present and the Division in question advised in writing of the reasons for the proposed action. The Division shall have until the next state Conference annual meeting of the Association to effect remedial measures or otherwise bring itself into compliance with the Bylaws of the Association.

3. A two-thirds vote of the members of the Executive Council shall be necessary to revoke the charter of a Division.

ARTICLE IV: SECTION F: VOLUNTARY WITHDRAWAL OF A DIVISION:

A Division may be withdrawn from the Association only in compliance with standing rules adopted by the Executive Council in March, 2018.

1. A Division shall give written notice of its intent to withdraw by registered mail, addressed to the President of the Association, with a copy sent to the Executive Director. The notice may request an effective date for the withdrawal to be no less than 60 days after the notice is received by the Association, The Association has the discretion to delay the effective date for up to sixty additional days.
2. The notice must specify that the Division believes the proposed withdrawal to be consistent with the wishes of its membership.
3. A withdrawing Division shall settle payment in full for all outstanding obligations to the Association or to third parties from whom services or mater
4. All the physical property or inventory of the withdrawing Division, after payment of its indebtedness or other obligations, if any, shall be physically removed from the Association's property or custody.
5. A withdrawing Division must have paid to the Association the actual sum of money disbursed by the Association in undertaking any action incident to complying with any precedent condition.
6. A withdrawing Division, by written formal action of its governing body, must have transferred to the Association all its right, title and interest in the name of the Division and must have agreed not to use it thereafter except pursuant to the written consent of the Executive Council of the Association.

ARTICLE V: INTEREST GROUPS

ARTICLE V: SECTION A: ORGANIZATION

1. A group of KCA members sharing a defined sphere of interest may organize as an affiliated interest group. These groups may be independent of regional boundaries, shall be multi-regional and membership is voluntary.
2. An interest group shall define the area of its concern, specify the group to be served, and present in writing the objectives and procedures of its programs and projects.
3. Each interest group shall elect a chairperson who shall provide leadership for the interest group during the year of election and represent the interest group as a non-voting KCA Executive Council representative. If at any time a division membership falls below 15, that division would become an interest group. Then, if at any point a division membership would increase to 15, that division could be reinstated as a part of the KCA Executive Council and have voting privileges as before.

ARTICLE V: SECTION B: ANNUAL REVIEW

At the beginning of each fiscal year, the Executive Council of KCA shall review the status of all interest groups to determine desirability of continued operation.

ARTICLE V: SECTION C: FUNDS FOR INTEREST GROUPS

1. Grants for the operation of interest groups, regions, or divisions must be voted on by the Executive Council or Executive Committee of KCA prior to submission.
2. Special assessment of the members of an interest group or regular fees for activities sponsored by an interest group shall receive previous approval from the Executive Council of KCA.

ARTICLE VI: OFFICERS

ARTICLE VI: SECTION A: OFFICERS

1. The officers of the Association shall be the Immediate Past-President, President, President-Elect, Secretary, Treasurer and Executive Director.

2. All officers of the Association's Executive Council, except the Executive Director, shall be elected.
3. The president and president-elect may not be members of the same regional chapter at the time of election. However, in the event no viable candidate from a different region is willing to accept the nomination, the President and President-Elect may be from the same region.
4. The officers of the Association's Executive Council shall be members of KCA and the American Counseling Association.
5. Any elected Officer may be removed from office, with just cause, upon a vote of a majority of the Executive Council. The Executive Council members' judgment in the best interest of the Association, would be provided ten days' notice of the proposed removal and the Officer would have an opportunity to personally address the Executive Council prior to the removal vote.

ARTICLE VI: SECTION B: DUTIES

1. The President, chief executive officer of the Association, shall call and preside at all meetings of the Executive Council and shall preside at general meetings of the Association except as provided in paragraph two of this section.
2. The President shall appoint all members of committees unless the method is otherwise specified by the KCA Executive Council or by laws and shall hold ex-officio membership on all committees.
3. The President shall be empowered to conduct the affairs of the Association as prescribed by the Executive Council or the Association if not in session.
4. The President shall attend the Midwest Leadership conference and ACA annual conference.
5. The President will compile all board books for his/her term of office and submit these to the KCA archives for historical preservation.
6. The President-Elect shall act in place of the president at all Association and Executive Council meetings, which the president is unable to attend, and shall preside and serve as parliamentarian.

7. The President-Elect shall oversee the publishing of the KCA Newsletter, work closely with the Membership Chair to ensure ongoing membership recruitment, work with the Strategic Planning Chair to forward the goals of the organization, and shall serve as chairperson of the Media Committee (94-95).
8. The President-Elect shall be responsible for presenting a budget for the following year at the Association's annual meeting.
9. The President-Elect shall attend the ACA Midwest Leadership Conference, and, if possible, the ACA annual conference.
10. The Immediate Past-President of KCA shall serve as the chairperson on the Nominations and Elections Committee, Chairperson of the Past-Presidents' Council, and serve as a member of the Convention Planning Committee.
11. The Immediate Past-President will assist in the area of leadership development within the organization.
12. The Secretary shall keep the records of the current activities of the Association and its Executive Council, shall issue all notices of meetings and shall notify the ACA of election of officers and amendments to the Bylaws.
13. The Treasurer shall collect and disburse all funds in accordance with the approved budget of the Association and make a financial report to the Association at its annual business meeting.
 - a. An auditing committee of three members appointed by the Executive Council shall audit the records of the treasurer immediately prior to the expiration of his/her term of office. The treasurer will file the audit results with the American Counseling Association.
 - b. The treasurer will work closely with the Executive Director to ensure that the Association's fiscal responsibilities are being met.
14. The transfer of office will occur during the Summer Executive Council meeting.

ARTICLE VI: SECTION C: ELECTION OF OFFICERS

1. The Nominations and Elections Committee shall consist of the KCA Immediate Past-President as the chair, and the Past-President of each regional chapter. If the past president cannot serve, the chairperson shall be appointed by the Executive Council. The duties of this committee shall be to recommend to the Association a slate of candidates for the offices to be filled at the beginning of the next fiscal year.
2. Election of officers shall take place prior to the close of the business meeting in the spring with members of KCA in good standing participating in voting. The selection of balloting procedure shall be determined by the Executive Council and shall be one of the following:
 - a. By mail if members receive their ballots by at least thirty days prior to the annual business meeting of KCA.
 - b. By written ballot at the annual spring business meeting of KCA with the members in attendance voting. In either case, the nominee receiving the most votes is elected.

ARTICLE VI: SECTION D: TERMS OF OFFICE

1. Officers
 - a. The President and President-Elect shall serve a term of one year and shall not be eligible to succeed themselves.
 - b. The Secretary and the Treasurer shall serve a term of two years and shall not be eligible to succeed themselves.
 - c. The terms of office shall coincide with the fiscal year(s).
2. Vacancies

Vacancies in the office of President, President-Elect, Secretary and Treasurer occurring before the expiration of normal term of office shall be filled through nomination and election by a majority vote of the remaining members of the Executive Council. Such appointees may succeed themselves in office.
3. Replacement

Removal from office can occur with or without cause and requires a two-thirds vote of the present Executive Council.

ARTICLE VI: SECTION E: EXECUTIVE COMMITTEE ROLE

The role of the Executive Committee of the Kansas Counseling Association is to conduct the necessary business of the Association between meetings of the KCA Governing Council. Functions: The functions of the Executive Committee include:

1. To act for the Executive Council within policies as may be established by the Executive Council;
2. To act primarily to address those issues which are necessary for the efficient operations of KCA when time requirements necessitate immediate action;
3. To communicate all actions and activities to the Executive Council through minutes mailed within ten working days of the Executive Committee meeting;
4. To submit all actions for ratification by Executive Council at the next Executive Council meeting;
5. To meet at least twice a year in addition to the Executive Council meetings;
6. To conduct an evaluation of the Executive Director on an annual basis, negotiate renewal of his or her contract, and determine recommended salary;
7. To review items submitted for Executive Council action and propose an agenda for the Executive Council meetings;
8. The Executive Committee cannot overturn and/or modify a motion that has been considered and voted upon by the Executive Council;
9. Composition: The Executive Committee shall be composed as follows:
 - a. The Officers of the Association (President, President-Elect, Immediate Past President, Treasurer and Executive Director);
 - b. Two Executive Council members representing Divisions and one Executive Council member representing Regions;
 - c. Member-At-Large representing underrepresented groups in KCA;
 - d. The Treasurer and Executive Director shall serve as ex officio members without vot

ARTICLE VII: EXECUTIVE COUNCIL**ARTICLE VII: SECTION A: MEMBERSHIP**

1. The voting members of the Executive Council shall be elected state officers, the Immediate Past-President, the President of each of the KCA regional chapters, a representative of each organized state division, and appointed committee chairs, approved by the Executive Council or designee of any of the above (must be presented in writing).
2. The Executive Council shall be members of KCA and the American Counseling Association.

ARTICLE VII: SECTION B: DUTIES

1. The Executive Council shall conduct the business of the Association.
2. The Executive Council of the Association shall formulate and recommend policies to the Association.
3. The Executive Council shall fill vacancies in the offices of the Association in accordance with Article VI: Section D, of these Bylaws.
4. The Executive Council shall be prepared to present an annual budget to the members of the Association for approval at the annual business meeting.
5. Any member of the association may appear before the Executive Council to present individual or Association concerns.
6. Any member of the Association may place an item on the agenda of the Executive Council by delivering a written copy of said item to the president of the Association at least 15 days prior to a scheduled meeting of the Executive Council.

ARTICLE VII: SECTION C: MEETINGS OF THE EXECUTIVE COUNCIL

1. The Executive Council of KCA shall meet:
 - a. At the time and place of KCA meetings.
 - b. When called by the president.
 - c. At the joint request to the president of five voting members of the Executive Council.
 - d. There shall be a minimum of three such meetings a year.
2. Members of the Executive Council shall be notified at least ten (10) days prior to the date of the meeting.
3. The duly notified voting members present at an Executive Council meeting called by the president shall constitute a quorum.

ARTICLE VIII: MEETINGS OF THE ASSOCIATION**ARTICLE VIII: SECTION A: REGULAR MEETINGS**

There shall be a statewide meeting(s) of the Association held each year at the time and place designated by the Executive Council.

ARTICLE VIII: SECTION B: SPECIAL MEETINGS

Special meetings of the Association may be called at any time as requested by a majority vote of the Executive Council or by petition to the secretary by ten (10) percent of the members of KCA.

ARTICLE VIII: SECTION C: NOTICE OF MEETINGS

1. Notice of all meetings of the Association shall be communicated to each member at least thirty (30) days prior to the date of such meeting. A meeting agenda will be provided by email at least one week prior to the scheduled meeting by the President.
2. Meeting dates will be established at the Summer Executive Council Meeting. Cancellation or rescheduling of meetings due to inclement weather or an emergency will be made by the President. The Executive Director will be responsible for notifying the Executive Council.
3. The Summer Executive Council Meeting is a regular quarterly scheduled Association meeting that shall include the transfer of officers. Outgoing officers of the Executive Council shall provide a written report to the Executive Director. Professional Leadership Development shall be facilitated by the President.

4. Electronic and other distance meetings shall be conducted at the discretion of the President or the Executive Council.

ARTICLE VIII: SECTION D: QUORUM

Any members present at a regular or called meetings of the Association shall constitute a quorum.

ARTICLE IX: COMMITTEES

ARTICLE IX: SECTION A: STANDING COMMITTEES

1. Committees of the Association, both standing committees and special committees may be created to promote the purposes of the Association, with their number, jurisdiction, method of selection, and tenure determined in accordance with the Bylaws of the Association.
2. The Association shall have the following standing committees, each of which shall perform such functions as may be prescribed by the Executive Council and by these Bylaws: Membership; Awards; Advocacy and Legislation; Media; Leadership, Standards and Ethics; Human Rights; Nominations and Elections; Budget and Finance; Strategic Planning; and Convention Planning.
3. The President shall appoint committee chairpersons and committee members except as noted below:
 - a. The chairperson of the Financial Affairs Committee shall be the KCA Treasurer.
 - b. The chairperson of the Nominations and Elections Committee shall be the Immediate Past-President and the members of this committee shall be the President-Elect of each of the KCA regional chapters.
4. The chairperson of each standing committee shall serve during the fiscal year of the Association.
5. The chairperson of each standing committee shall report to the Executive Council at the request of the President.
6. Any committee chair appointed by the President may be replaced, with just cause, by the President

ARTICLE IX: SECTION B: SPECIAL COMMITTEES

1. The President shall appoint such special committees as are needed for effectively carrying out the goals and purposes of the Association.
2. Each special committee shall attend the meetings of the Executive Council upon invitation of the President.
3. The chairperson and members of each special committee shall serve until, in the opinion of the President and the Executive Council, the purpose of said committees has been accomplished.

ARTICLE X: AMENDMENTS AND/OR REVISIONS**ARTICLE X: SECTION A: MEETING PROCEDURES**

Except as provided in Section B, below, amendments to or revisions of the Bylaws may be acted upon only at a designated business meeting of the Association. If presented in writing to all members of the Association at least thirty (30) days in advance of the meeting at which it will be submitted for a vote, such an amendment or revision may be adopted by (2/3) vote of the members present. Any amendments or revisions not presented at least thirty (30) days in advance to all members of the Association may be adopted by at least a four-fifths (4/5) vote of the members present at the general meeting.

ARTICLE X: SECTION B: MAIL PROCEDURES

If in the judgment of the Executive Council, action on a proposed amendment to or revision of the Bylaws is desirable before the next KCA Business Meeting, it may be taken through a mail ballot of the Association. For adoption, amendments to or revision of the Bylaws require two-thirds (2/3) affirmative votes from the members returning ballots within the succeeding thirty (30) days from the date of mailing the ballots.

ARTICLE XI: PARLIAMENTARY AUTHORITY**ARTICLE XI: SECTION A: RULES OF ORDER**

Robert's of Order, Newly Revised, (edited by Henry M. Robert III and William J. Evans and published by Perseus-HarperCollins) shall govern the proceedings of the Association not otherwise specified in the Bylaws.

ARTICLE XII: INDEMNIFICATION STATEMENT

ARTICLE XII: SECTION A: INDEMNIFICATION STATEMENT

1. The Association shall indemnify each member of the Executive Board and each member of its Executive Council 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.

2. The Association shall indemnify each of its Executive Board and its Executive Council members, 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 actions or proceedings, or imposed upon or asserted against him or her within the scope of his or her official duties. When the determination has been made judicially or in the manner provided that he or she acted in good faith for the purpose of the Association and, in the case of criminal action or proceeding, 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 Executive Board:
 - a. A quorum consisting of Executive Board members who are not parties to such section proceedings upon a finding.
 - b. If a quorum under the above is not obtainable with due diligence, the Executive Board will rely on the advice of independent counsel.

ARTICLE XIII: STATEMENT OF DISSOLUTION

ARTICLE XIII: SECTION A: DISSOLUTION

Upon the dissolution of the association, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation, association, or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.