

# INTERNATIONAL ASSOCIATION OF COUNSELING SERVICES BYLAWS

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## ARTICLE I NAME AND LOCATION

**Section I.** The official name of the Association shall be the INTERNATIONAL ASSOCIATION OF COUNSELING SERVICES, a nonprofit corporation, incorporated in the District of Columbia.

**Section II.** Offices of the Association shall be located in Alexandria, Virginia, and/or in such other locations as may be determined by the Board of Directors.

## ARTICLE II OBJECTIVES

The objectives of the Association shall be:

- (1) To advance the professional development of counseling services by establishing and encouraging high standards of professional performance and conduct.
- (2) To develop criteria, procedures, and principles for evaluating and accrediting counseling services and not to the counseling staff of those agencies.
- (3) To provide methods or procedures for assisting accredited services to meet established criteria.
- (4) To build public goodwill, confidence, and knowledge of the counseling profession by educating the consumer and the public in the advancement, improvement, and uses of counseling services.
- (5) To foster professional cooperation and communication among counseling services operating in a variety of settings by providing opportunity for exchange of experience and opinions through discussion, study, and publications. It is not, however, an objective of this Association to handle consumer or staff complaints against a specific center or agency.

## ARTICLE III NON DISCRIMINATION

The Association shall not discriminate on the basis of age, race, color, national or ethnic origin, religious preference, handicap, sex or sexual orientation in its hiring or promotion of paid or unpaid staff, including, but not limited to, officers of the Association, members of the Accrediting Board, central office staff members, or field visitors. Furthermore, the Association encourages participation in Association activities by members of traditionally under served groups in all positions for which they are otherwise eligible.

## ARTICLE IV MEMBERSHIP

**Section 1. MEMBERSHIP:** The Association shall include only those university and college counseling services which are engaged in a counseling function and which are accredited at one of the levels noted in Section 3.

**Section 2: MEMBER AGENCIES:** Services must make application, be evaluated, and be granted an accreditation status to become Member Agencies/Services. Criteria for evaluation and accreditation shall be developed by the Accrediting Board.

**Section 3. ACCREDITATION STATUSES:** Services may be granted one of three accreditation statuses:

- a. Accreditation may be granted a service which meets fully the criteria established for the counseling setting. Accredited Services will be reviewed and re-evaluated every 4 (four) years.

- b. Provisional Accreditation may be granted an agency which upon initial review is in accord with the accreditation status within a three (3) year period from the date of Provisional assignment, and must submit an Annual Report form and Current Staff Report in the intervening years.
- c. Probationary Status is granted an agency which has been accredited, but which currently is not in satisfactory compliance with established criteria. Probationary status is granted normally for a period of one (1) year, but the Chair of the Accrediting Board may grant an extension. Services which are not removed from Probationary status within the given time frame will be dropped from membership.

**Section 4. APPLICATION FOR ACCREDITATION:** Only University and four (4) year college services engaged in a counseling function may apply. A responsible officer, e.g., a director, of a counseling service shall complete and sign the application form provided by the Association and shall submit it along with the appropriate fees to the principal office of the Association.

**Section 5. REVIEW AND EVALUATION OF APPLICATIONS:** Applicant Agencies will be reviewed by the Accrediting Board. Applicant Agencies may be granted or may be denied an accredited status.

**Section 6. REVIEW OF ACCREDITED AGENCIES:** Accredited Agencies shall be re-evaluated every four (4) years from the date of the last full evaluation. During the intervening years, each Accredited Agency shall submit an Annual Report form, noting significant changes occurring in the preceding year, and shall submit a Current Staff Sheet. These documents shall be submitted to the Association office for review by the Accrediting Board.

**Section 7. DENIAL OF ACCREDITATION:** Any applicant Agency may be denied accreditation status, either Provisional or Accredited; any Provisionally Accredited Agency, Accredited or agency on Probationary Status, upon re-evaluation, may be denied a continuation of that or any other accredited status. Agencies denied an accredited status may reapply as Applicant Agencies at a later date and will undergo the usual process of review and evaluation by the Accrediting Board.

**Section 8. SUSPENSION AND TERMINATION:** Any Member Agency may be suspended or terminated for cause. Sufficient cause, other than non-payment of fees, shall include violation of the Bylaws or any lawful rule or practice duly adopted by the Association, or any conduct prejudicial to the interests and/or objectives of the Association. Action to suspend or terminate shall be taken by the Accrediting Board.

**Section 9. RIGHT OF APPEAL:** Denial of accredited status or decision to suspend or terminate may be appealed according to the following procedures:

- a. The Accrediting Board will review, and may reconsider, an accreditation, suspension, or termination decision upon formal request for review by the principal officer of the effected agency. The request for review, specifying the alleged error or other considerations to which exception is taken, must be filed with the Chairperson of the Accrediting Board within sixty (60) days of notice of the action. The Accrediting Board will report its review decision to the Board of Directors.
- b. Appeal of the Accrediting Board review decision may be made to the Board of Directors on grounds of competence or procedure. Such an appeal must be filed with the President of the Association within sixty (60) days of notification of the review decision, citing considerations to justify the appeal. After investigation, the Board of Directors will either sustain the Accrediting Board decision or remand the case to the Accrediting Board for reevaluation under stipulated instructions in each case. In the latter case the Accrediting Board will report its findings to the Board of Directors for a final decision.

**Section 10. VOTING:** Each Accredited Agency shall have one vote on questions subject to Association ballot. That vote shall be exercised by the Accredited Agency director or his/her designate. Each Accredited Agency shall appoint and certify to the Association Office a person who shall be the Agency's representative to the Association and who shall represent, vote, and act for the Agency. Termination of employment of the designated representative shall result in termination of the representation; the Agency may then appoint and certify a new representative.

## **ARTICLE V FEES**

**Section 1. ESTABLISHMENT OF FEES:** All fees shall be established by the Board of Directors. The Accrediting Board may not collect fees or assess charges, except as approved by the Board of Directors.

**Section 2: EVALUATION FEES:** Fees for evaluation of agencies seeking accreditation, re-accreditation or review for change in status may be set and shall be consistent with the proper operation of the evaluation and accreditation process. Fees so set must accompany application for accreditation, and are non-refundable.

**Section 3: DELINQUENCY:** Any Member Agency delinquent in Association fees for a period of sixty (60) days shall be notified of such delinquency and shall be subject to suspension. If payment of fees is not made within the next succeeding thirty (30) days, the Agency shall be dropped from the rolls and thereupon forfeit all rights and privileges unless suspension, at the request of the Agency, is waived by the Executive Committee.

**Section 4. REFUNDS:** No fees shall be refunded.

## **ARTICLE VI MEETINGS**

**Section 1. SPECIAL MEETINGS:** Special meetings of the Association may be called by the Board of Directors at any time; and special meetings shall be called by the President upon receipt of a written request by fifty (50) Accredited Agencies within thirty (30) days after the filing of such request. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

**Section 2. REGIONAL MEETINGS:** Regional meetings of the Association may be held at such time and place as shall be approved by the Board of Directors.

**Section 3. NOTICE OF MEETINGS:** Written notice of any meeting of the Association shall be mailed to each Member Agency not less than ten (10) nor more than forty (40) days before the date of the meeting.

**Section 4. QUORUM:** At any meeting of the Association, a quorum shall consist of fifty one percent (51%) of the certified representatives of all Accredited Agencies.

**Section 5. VOTING:** At meetings of the Association, each Accredited Agency shall have one vote. That vote and the right to participate may be exercised only by each Agency's certified representative, registered and present. If a certified representative is unable to attend a meeting, substitution may be made by the Agency upon certification to the Association Office. Unless specifically provided otherwise by these By Laws, a majority of those certified representatives present and voting shall govern, provided a quorum is present.

**Section 6. VOTING BY MAIL:** Proposals to be offered to Accredited Agencies for a vote by mail, excepting election or similar ballots, shall be approved by the Board of Directors or shall be endorsed by fifty (50) Accredited Agencies. For a vote by mail to constitute a valid action, at least twenty percent (20%) of the Accredited Agencies must vote, and a majority of those voting shall determine the action.

**Section 7. RULES OF ORDER:** The meetings and proceedings of this Association shall be regulated and controlled according to Roberts Rules of Order (Revised), except as may be stipulated otherwise within these Bylaws.

## **ARTICLE VII ACCREDITING BOARD**

**Section 1.** The Accrediting Board established under these Bylaws represents the university and four year college counseling center setting.

**Section 2. RESPONSIBILITIES OF THE ACCREDITING BOARD:** The Accrediting Board shall be charged with the responsibility for evaluating Member and Applicant Agencies, the counseling functions of which fall within its purview. In fulfilling these responsibilities, the Accrediting Board shall:

- a. Develop and periodically review and/or revise criteria for evaluation of University and College counseling services



- b. Follow administrative procedures governing field visits;
- c. Review carefully all material relevant to the evaluation of an agency;
- d. Communicate in a timely manner with applicant centers regarding evaluation procedures and results, and conduct the appropriate reviews of those services;
- e. Conduct periodic reviews of accredited and provisional agencies as required and conduct reviews of provisional and probationary agencies within the time limits allowed for those reviews; and
- f. Report annually to the Board of Directors on activities and operations of the Accrediting Board.

**Section 3. COMPOSITION OF ACCREDITING BOARD:** Accrediting Board members must be employees of Accredited Services and actively engaged in counseling functions. An eligible representative of an Accredited Agency in other countries may be added to the Accrediting Board at the discretion of the Board. Exceptions to these stipulations must be approved by the Board of Directors.

**Section 4. SELECTION OF ACCREDITING BOARD MEMBERS:** Annually, the Accrediting Board Chairperson shall appoint a Nominating Committee of at least three (3) and not more than five (5) members of whom not more than two (2) shall have served on a Nominating Committee the previous year. This Committee shall invite suggestions and/or poll the Accredited Agencies for candidates for Accrediting Board places which are vacant or about to expire. The Committees shall then nominate candidates for the required positions and report those nominations to the Accrediting Board for ratification or election. Candidates so selected will serve for a three (3) year term and will be eligible to serve one (1) additional term at the discretion of the Accrediting Board Chairperson.

**Section 5. FORMATION OF NEW ACCREDITING BOARDS:** New Accrediting Boards representing other specialized counseling settings may be established by the Board of Directors after appropriate criteria for each new counseling setting have been developed by a Task Force of members from the new counseling setting. Criteria so developed shall be reviewed and must be approved by the Board of Directors.

**Section 6. COMPOSITION OF NEWLY FORMED ACCREDITING BOARDS:** Upon formation of a new Accrediting Board under these By Laws, the Board of Directors shall appoint an ad hoc committee consisting of at least two (2) members from each established Accrediting Board to evaluate the counseling services of those Provisional Agencies seeking Accreditation within the new counseling setting. The ad hoc committee will recommend Accreditation of those agencies as appropriate; and from those Accredited Agencies, the ad hoc committee will nominate representatives to serve for a term on the new Accrediting Board. The recommendations of the ad hoc committee will be reviewed and ratified by the Board of Directors.

**Section 7. OFFICERS OF ACCREDITING BOARDS:** The Board of Directors shall appoint a Vice Chairperson from among the Accrediting Board Members whose term of office shall be for 4 (four) years. One year as Vice Chair on the Board of Accreditation and Director on the Board of Directors; one year in the dual role as Chair of the Board of Accreditation and Vice President on the Board of Directors. The third term year will be as President of the Association and the fourth year as the Immediate Past President of the Association. The Board of Directors will also appoint two Members of the Board of Accreditation to serve in a dual role as Annual Review Officers on the Board of Accreditation and as Directors on the Board of Directors. Their term of office will be the same as their term on the Accrediting Board. The additional officers required, the qualifications for officers and the method of their selection shall be determined by the Accrediting Board. If the Accrediting Board is unable to select a Chairperson, this then becomes the responsibility of the President of the Association.

**Section 8. VACANCIES ON ACCREDITING BOARD:** A vacancy on the Accrediting Board shall occur: upon the resignation of the member from the Board or upon the resignation of the member from the professional staff of the Accredited Agency represented. Any vacancy occurring on the Accrediting Board before expiration of a term of office shall be filled by the Accrediting Board. An Accrediting Board member so selected shall serve his/her own full term. If a vacancy cannot be filled by the Accrediting Board, this then becomes the responsibility of the President of the Association.

**Section 9. MEETINGS OF ACCREDITING BOARD:** The Accrediting Board shall meet at least once a year.

**ARTICLE VIII**  
**OFFICERS**

**Section 1. OFFICERS:** The officers on the Boards of Directors shall be the President, Vice President, and Immediate Past President. Each officer shall serve until a successor has been appointed and assumes office. The Treasurer shall be appointed by the Board of Directors upon recommendation of the President and shall serve at the pleasure of the Board

**Section 2. QUALIFICATIONS FOR OFFICE:** The designated representative of each Accredited Agency in good standing shall be eligible for nomination to the offices of the Association.

**Section 3. EXECUTIVE COMMITTEE:** The Board of Directors Executive Committee shall be the President, the Immediate Past President, the Vice President, and the Treasurer of the Association.

**Section 4.** No officer, having served one (1) full term, shall be eligible for nomination to the same office, until at least one (1) year shall have elapsed.

**Section 5. VACANCIES AND REMOVAL:** Vacancies in any office may be filled by the Board of Directors at any regular or special meeting. The Board of Directors by a two-thirds vote of its membership may remove any officer from office for cause.

**ARTICLE IX**  
**DUTIES OF OFFICERS**

**Section 1. PRESIDENT:** The President shall be the principal officer of the Association and shall preside at meetings of the Association and the Board of Directors; he/she shall be a member ex-officio, with right to vote, of all committees, except the Nominating Committee. The President shall, at whatever time is deemed proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Association, and he/she shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

**Section 2. IMMEDIATE PAST PRESIDENT:** The immediate Past President shall serve as consultant to the President and shall continue implementation of selected programs and policies for the benefit of the Association.

**Section 3. VICE PRESIDENT:** The Vice President who shall be the Chairperson of the Accrediting Board shall be responsible for such duties as are individually assigned to him/her by the President with the approval of the Board of Directors.

**Section 4. TREASURER:** The Treasurer shall represent the Association and insure the receipt and expenditure of funds in accordance with the directives established by the Board of Directors, and shall be under such bond as determined by the Board. The Treasurer shall perform the duties customary to the office and such additional duties as may be determined by the Board of Directors.

**ARTICLE X.**  
**BOARD OF DIRECTORS**

**Section 1. AUTHORITY AND RESPONSIBILITY:** The Board of Directors is the governing body of the Association and shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies and changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds. The Board of Directors shall set standards for membership in the Association. It shall establish and monitor minimum standards for all criteria for evaluation and accreditation and shall ratify administrative and member selection procedures adopted by the Accrediting Board. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

**Section 2. COMPOSITION OF THE BOARD OF DIRECTORS:** The Board of Directors shall consist of the President, the immediate Past President, the Chairperson of the Accrediting Board who shall serve as Vice President, The Vice Chair of the Accrediting Board, and the two (2) Annual Review Officers on the Board of Accreditation will represent the Association Membership as Directors on the Board of Directors. The Treasurer shall be an ex-officio member without vote.

**Section 3. QUORUM OF THE BOARD:** At any meeting of the Board of Directors, a majority of the whole Board shall constitute a quorum for the transaction of the business of the Association, and any such business transacted shall be valid providing it is affirmed by a majority of those present.



**Section 6. MEETINGS OF THE BOARD OF DIRECTORS:** The Board shall meet annually and in special session upon call of the President at such time and place as the President designates. The Board may be called to meet in special session upon demand of a majority of the Accredited Agencies. The business to be transacted at any special meeting of the Board, including conference calls, shall be stated in the notice thereof, and no other business may be transacted at that time. Notice of all meetings of the Board of Directors shall be sent to each member of the Board at his/her last recorded address at least fourteen (14) days in advance of such meetings.

**Section 7. VOTING:** Voting rights of a member of the Board may not be delegated to another nor exercised by proxy.

**Section 8. ABSENCE:** Any Officer or Representative who shall have been absent from two (2) consecutive regular meetings of the Board of Directors shall automatically vacate his/her seat on the Board of Directors, and the vacancy shall be filled as provided by the Bylaws; however, the Board of Directors shall consider each absence as a separate circumstance and may expressly waive an absence by affirmative vote of a majority of its members.

**Section 9. VACANCIES AND REMOVAL:** Any vacancy occurring on the Board of Directors between annual meetings of the Board shall be filled by the Board of Directors. A member of the Board so elected to fill a vacancy shall serve the unexpired term of his/her predecessor. The Board may remove any Board Member for cause by affirmative vote of two-thirds of its members.

**Section 10. BOARD ELIGIBILITY AND RESIGNATION PROCEDURES:** When a member of the Board of Directors provides notice (or it comes to the attention of the Board) that he/she can no longer fulfill his/her Board responsibilities or term of office, or that he/she is no longer eligible to serve on the Board, that member should inform in writing, the President of the Board (or the Executive Committee of the Board if the person initiating the vacancy action is the Board President) of the intended resignation, the date of such a resignation, and the reasons for initiating such action. When such situations come to the attention of the Board of Directors, the Board has the authority to act to resolve eligibility issues consistent with the intent and spirit of the Bylaws and the best interests of the organization.

**Section 11. COMPENSATION:** Representatives and Officers shall not receive any compensation for their services.

## **ARTICLE XI COMMITTEES AND COUNCIL**

**Section 1. SPECIAL COMMITTEES:** The President with the approval of the Board of Directors shall appoint other necessary committees, subcommittees or task forces which are not in conflict with other provisions of these Bylaws. The duties of such committees shall be prescribed by the Board of Directors upon their appointment.

**Section 2. ADVISORY COUNCIL:** The Advisory Council shall be selected and convened at the discretion of the Board of Directors. The Council shall number at least seven (7) members; a majority shall be selected from the past presidents of the Association, and the remainder shall be selected from Accredited Agencies. The Council will function only in an advisory capacity to the Board of Directors and/or the President.

## **ARTICLE XIII MAIL VOTE**

**Section 1. SCOPE:** Whenever, in the judgment of the Board of Directors, any question shall arise which the Board believes should be put to a vote of Accredited Agencies and when it deems it inexpedient to call a special meeting for such purpose, the Board of Directors, unless prohibited by these Bylaws, may submit such a matter to the Accredited Agencies in writing for decision by a mail vote, and the question thus presented shall be determined according to a majority of the votes received. Voting on any matter, may be conducted by mail, electronic mail or fax. Any and all action taken in pursuance of a majority vote by mail in each case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

## **ARTICLE XIV BUSINESS AFFAIRS**

**Section 1. EXECUTIVE AND STAFF:** The Board of Directors shall employ a salaried staff head whose title and terms and conditions of employment shall be specified by the Board. This person shall manage and direct all activities of the Association as prescribed by the Board of Directors and shall be responsible to the Board; shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association; shall fix their compensation

within the approved budget; shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as in his/her judgment, shall be in the best interest of the Association.

**Section 2. FISCAL PERIOD:** The fiscal period of the Association shall be established by the Board of Directors.

**Section 3. BUDGET:** The Board of Directors shall adopt in advance of the next fiscal period an annual operating budget covering all activities of the Association. The Treasurer shall furnish the Association within sixty (60) days following the end of each annual fiscal period a financial report for the year just completed.

## **ARTICLE XV DISSOLUTION**

**Section 1.** Dissolution of the Association may be prescribed only by the Board of Directors.

**Section 2. PROVISIONS:** The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed to the Member Agencies of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors, provided that such organizations are exempt under Section 501 (C) (3) or corresponding provisions of the Internal Revenue Code.

## **ARTICLE XVI AMENDMENTS**

**Section 1. PROVISIONS:** These Bylaws may be amended, in whole or in part, by a two-thirds vote of the Board of Directors present at any special or regular meeting, notice of proposed changes having been sent to Accredited Agencies thirty (30) days before such meeting. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of any fifty (50) Accredited Agencies addressed to the Board. Adoption of amendments proposed by petition shall be by a majority vote of Accredited Agencies returning mail ballots within thirty (30) days following the date of mailing by the Association.

**Section 2. MAIL BALLOT:** When in the judgment of the Executive Committee it appears undesirable to wait for a regular meeting or to call a special meeting of the Board to amend the Bylaws, the matter may be submitted to the Board of Directors in writing by mail for vote and decision. The question thus presented shall be approved by a two-thirds vote of the Board of Directors. Any and all action taken in pursuance of this vote in each case shall be binding on the Association in the same manner as would be action taken at a duly called meeting.

*revised October, 20, 2012*