

BYLAWS OF THE FLORIDA ASSOCIATION FOR COUNSELOR  
EDUCATION  
AND SUPERVISION

# FACES

A State Division of the Florida Counseling Association (FCA) and  
A State Branch of the Association for Counselor Education and Supervision (ACES)

Adopted \_\_\_\_\_  
Revised June 1997  
Revised January 2015  
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## **ARTICLE I**

### **Name and Purposes**

Section 1. Name. The name of this association shall be the Florida Association for Counselor Education and Supervision (FACES), a division of the Florida Counseling Association (FCA) and the Association for Counselor Education and Supervision (ACES).

Section 2. Affiliation. This association is organized and governed in accordance with the By-laws of the American Counseling Association (ACA), the Association for Counselor Education and Supervision (ACES), and the Florida Counseling Association (FCA).

Section 3. Purposes. The purpose of the association, in accordance with the purposes of ACA, FCA, and ACES shall be to advance counselor education preparation programs and clinical supervision in academic, work, and clinical settings in order to improve counseling, supervision, counselor education, and human services in all settings. 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 Executive 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 to The Florida Counseling Association. No part of the net earnings, gains, or assets of the association shall inure to the benefit of or be distributed 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).

## **ARTICLE II**

### **Membership**

Section 1. Types of Membership. This Association shall consist of four types of membership: retired, professional, associate, and student. Special membership may be established by vote of the association upon recommendation of the Executive Council.

Section 2. Requirements for Membership.

- A. To be eligible for membership, a person must be a member of FCA.
- B. A professional member who has been a member of this association or its antecedent for 20 years and meets the requirements for retired membership in FCA may be accorded emeritus membership in the association upon vote of Executive Council.

- C. To be eligible for professional membership, a person must meet the requirements of sub-section (D) of this section and have responsibility for pre- and in-service counselor education or clinical and program supervision. Further they must be on the faculty or affiliated with a college or university and be regularly engaged in the professional preparation of mental health counselors, family counselors, school counselors or any other professional counselors, or counselors in training; or (ii) be regularly engaged in performing the duties of professional assistants to such supervisors; or (iii) be otherwise regularly engaged in the professional leadership, direction, coordinator or supervision of qualified (per the state standards) counselors or other qualified professionals or counselors in training. 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 Executive Council.
- D. In addition to meeting the requirements of sub-section (C) of this section, a person to be eligible for professional membership must (i) be a recipient of the doctoral degree conferred by a graduate school of recognized standing based in part upon course work providing preparation performing the duties in sub-section (C) of this section; or (ii) be a recipient of a master's degree awarded under the same conditions as provided in (i) above, plus three year's regular employment in professional counseling activities.
- E. A person who is a member of another division of FCA, who does not meet the requirements of sub-sections (C) and (D) of this section, but who expresses an interest in promoting the purposes and activities of this association may be eligible for membership as an associate member.
- F. To be eligible for student membership in FACES, a person shall be actively enrolled in a graduate program leading to a degree in counseling included but not limited to counselor education and supervision, addiction counseling, career counseling, clinical mental health counseling, clinical rehabilitation counseling, college counseling and student affairs, marriage, couple and family counseling, and school counseling.
- G. A professional member may retain this status as long as the member maintains continuous membership in FACES. Any professional member whose membership is severed in accordance with Section 5 of this article and who applies for reinstatement as a professional member shall be required to meet at the time of reinstatement, the then existing requirements.

### Section 3. Privileges of Membership.

- A. Retired members shall be entitled to all privileges of professional members, but shall be exempt from payment of dues and assessments in accordance with FCA by-laws.
- B. Professional members shall have all the rights and privileges normally afforded to members of a scientific, educational and professional association including the right to vote and hold elective office.
- C. Associate and Student members will have these same rights and privileges except they may not hold the office of President, Past-President, President-Elect, Secretary, or Treasurer.

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

Section 5. Severance of Membership.

- A. Failure to pay dues as prescribed by the Association and by FCA shall be interpreted as voluntary withdrawal from membership. Reinstatement shall be through renewed application, as in Section 2 of this article.
- B. A member may be dropped from membership for any conduct that tends to injure the Association or to adversely affect its reputation, or that is contrary to or destructive of its objects according to the by-laws and Code of Ethics of the Association. Complaints brought against members shall be processed according to the ACA by-laws and the ACA Ethics Committee's Policy and Procedures for Processing Complaints of Ethical Violations.

## **ARTICLE III**

### **The Executive Council**

Section 1. Functions of the Council. The Executive Council will 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 by-laws and shall conduct, manage, and control the business of the Association between official business meetings of the association. It shall be responsible for submitting to FCA nominees for president-elect of FCA. It shall be responsible for appointing successors when elected officers cannot complete their terms otherwise provided for in these by-laws (see Section 11).

Section 2. Membership on the Council. Voting members on the Executive Council shall be comprised of the President, Past-President, President-Elect, Secretary, Treasurer, and Member-at-Large. The Graduate Student Representative shall be a non-voting member.

Section 3. The President. The President shall be the chief executive officer of the Association and the Chairperson of its Executive Council. Subject to policies approved by the Executive Council, the President shall appoint the Chairperson and members of all committees unless otherwise specifically provided for in these by-laws or by the motions establishing such committees. The President shall hold ex-officio membership on all committees, and shall serve as a representative of the Association on the Executive Board of the FCA and the FCA Delegate Assembly. The President shall report annually to the Association upon actions of the Executive Council and other items of concern to the members. Upon completion of the President's one-year term, the position of Past President shall be assumed.

Section 4. The Past-President. The Past-President shall become a member of the Executive Council and Chairperson of the Nominations and Election Committee. The Past-President shall take their position for a term of one-year following the completion of their term as President.

Section 5. The President-Elect. The President-Elect shall act as President at all Association or Executive Council meetings in the absence of the President and shall succeed the presidency at the expiration of the one-year term as President-Elect. The President-Elect shall serve as an ex-officio observer on all FACES Committees and the Executive Board of FCA.

Section 6. The Secretary. The Secretary shall keep the records of the current activities of the Association and the Executive Council, and shall perform such duties as assigned by the President and/or by the Executive Council. The Secretary shall perform the duties customary to the office and such additional duties as may be directed by the Executive Council. The term length for this position is two-years with an option to run for re-election.

Section 7. The Treasurer. The Treasurer shall prepare and present an annual budget, with input from the Executive Council and represent the Association in assuring the receipt and expenditures of funds in accordance with directives established by the FCA Executive Boards. The Treasurer shall perform the duties customary to the office and such additional duties as may be directed by the Executive Council. The term length for this position is two-years with an option to run for re-election.

Section 8. Graduate Student Representative. A Graduate Student Representative shall be appointed by the President for a one-year term with an option for re-appointment. The Student Representative shall be selected from one of the universities in Florida. The Student Representative shall serve as liaison between the universities' student bodies and the FACES Executive Council. The student shall be a non-voting member of the council. The Graduate Student Representative will serve as a representative on the FCA Graduate Student Council.

Section 9. Member-at-large. A member of the Council shall be appointed for a one-year term from the general membership of FACES.

Section 10. Nominations and Elections.

- A. In accordance with policies approved by the Executive Council, the Nominations and Elections Committee shall supervise the nominations and election procedures for filling the elective offices of the Association and shall propose the Executive Council nominees for President-Elect of FCA. The immediate Past President shall serve as Chair.
- B. The procedures in elections shall be as follows: (i) The Nominations and Election Committee shall supervise all facets of elections, including ballot counting; (ii) Election to an office will be by simple majority of the voting membership. Any candidate may ask for a recount within fifteen (15) days following the announcement to the membership of the results. Therefore, ballots must be kept for this period of time after which the ballots may be destroyed; (iii) Elections for the Executive Council shall be by written and secret individual ballot only. If a majority vote is not obtained, a run-off election shall be conducted within thirty (30) days of the original balloting, (iv) Distribution of ballots by

the Nominations and elections committee shall be made through electronic means, and such ballots shall be sent to each voting member's email address of record at least thirty (30) days before the date set for counting such ballots.

Section 11. Vacancies in Unexpired Terms. The President-Elect shall succeed the President for any unexpired term and continue as President for the term elected. In the case of a vacancy in any elective office, the Executive Council shall have the 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. Any vacancy of an appointed office will be filled by appointment made by the president until the next term year at which time the President-Elect who takes over office as President may make a reappointment or a new appointment for the position.

Section 12. Re-election. Elected officers of the Association may succeed themselves in office, except as provided in Section 11 of this Article.

Section 13. Impeachment of Officers. Any elected or appointed officer of the Executive Council may be impeached and expelled from office by a two-thirds vote of the membership. Grounds for impeachment and removal shall be the same as in Article II, Section 5 (B), and in addition, but not limited to dereliction of office, not acting in the best interests of the Association, and violation of these by-laws.

Section 14. The Presidential Council.

- A. The Presidential Council consists of the President, President-Elect and Past President.
- B. The Presidential Council has the following functions: (i) Provides the FACES Executive Board advice and reporting concerning the daily management functions of the association. (ii) Interviews, recommends for appointment to the FACES Executive Board, supervises, and evaluates the FACES management. (iii) Recommends for Executive Board review and approval, association business such as divisional dues structure, division by-laws changes, budget, policy, and procedure, and other duties which affect the daily operations of the FACES organization. (iv) While it serves as primarily an advisory body to the FACES Executive Board, the FACES Presidential Council is also charged with the selection of FACES award recipients.

## **ARTICLE IV**

### **Meetings of the Association**

Section 1. Regular Executive Council Meetings. An official meeting of the Executive Council shall be held at the time of the State Convention of FCA. Additional meetings will be held throughout the year and announced to the membership 15-days in advance. While physical meetings of the Council are desirable, conditions of time, distance and finances do not always make it possible, therefore distance meetings will be held at various times throughout the year.

Section 2. Annual Business Meeting. The annual FACES Business meeting shall be held at the time of the State Convention of FCA. Any FACES member in good standing is eligible to attend and speak at this meeting.

Section 3. Special Meetings. The President may, with the approval of the Executive Council, call additional meetings of the Executive Council when necessary. Notice of such meetings shall be given to all members at least 30 days prior to the meeting date, when possible. Minutes from such meetings shall be distributed at the Annual Business Meeting held at the time of the State Convention of FCA.

## **ARTICLE V**

### **Business Affairs of the Association**

Section 1. Dues.

- A. Annual dues shall be set by the Executive Council in accordance with the FCA By-Laws.
- B. The Executive Council shall not establish any increase in Association dues unless such action is ratified by the majority of the members voting in an electronic ballot. A notice of such dues increase proposal shall have been emailed to the voting members of the Association at least 30 days prior to such an assembly meeting.

Section 2. Quorums. A quorum for conducting business of the Executive Council shall be three or more members of the Executive Council.

Section 3. Reports. The Executive Council, the officers, and the Chairpersons of each standing committee shall submit a written report concerning their activities at the annual business meeting and at such other times as the President may request

Section 4. Fiscal Year. The fiscal year of the association shall coincide with the fiscal year of FCA.

Section 5. Interests of Members in Association Property. No member shall have any serviceable 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 that member's being dropped from the membership roll, expulsion or death.

## **ARTICLE VI**

### **Division Committees**

Section 1. Standing Committees. There shall be standing committees of the Association as follows:

## Committees

- A. Accreditation Committee
- B. Awards Committee
- C. By-Laws and Resolution Committee
- D. Convention Committee
- E. Government Relations Committee
- F. Membership Committee
- G. Nomination and Elections Committee
- H. Professional Development Committee
- I. Public Relations Committee

Section 2. Committee Functions. The functions of the standing committees shall be as follows:

- A. The Accreditation Committee shall be responsible for linkage with the Council for Accreditation of Counseling and Related Educational Programs, as well as the ACA Professional Preparation and Standards Committee and for the monitoring of related program standards and accreditation policies and practices.
- B. The Awards Committee shall oversee and coordinate the invitation for, review of, and selection of the recipients for all awards given by the Association. This shall include preparation of announcements, call for nominations, monitoring of awards criteria, carrying out all responsibilities associated with the annual determination of awardees, and making periodic reports to the Executive Council and Delegate Assembly with respect to new awards, amended criteria, and elimination of various awards.
- C. The By-Laws Committee shall receive and review proposals for amending the By-Laws and all resolutions submitted by various components of the Association.
- D. The Convention Committee shall be responsible for programs selected for sponsorship by FACES and for planning and facilitating all business and social functions for the membership at FCA, ACES, SACES, FACES, and the ACA Annual Conferences/Conventions. This committee shall be chaired by the Past President.
- E. The Government Relations Committee shall be responsible for informing members, as well as heightening awareness, regarding the impact of legislation and political activity on their roles.
- F. The Membership Committee shall actively promote FACES membership. The committee shall include the chairperson appointed by the President and volunteer members.
- G. The Nominations and Elections Committee shall be responsible for carrying out nominations and elections procedures. The chairperson of this committee shall be the Immediate Past-President and a committee of the chairperson's choice.
- H. The Professional Development Committee shall monitor the professional development needs of the Association's members. The committee shall be responsible for providing workshops, publications, newsletters, and in-service opportunities related to identified needs. The committee shall communicate with other FACES committees concerning professional development activities for the membership.
- I. The Public Relations Committee shall oversee and coordinate all marketing and social media presence of the Association with the approval of the Executive Council.



Section 3. Special Committees. Special committees may be authorized by the Delegate Assembly or by the Executive Council.

## **ARTICLE VI**

### **Amendments**

Section 1. Amendments. These By-Laws may be amended from time to time as follows:

- A. The By-Laws Committee will review the By-Laws at least every 5 years and make recommendations to the Executive Council for updates and changes as needed.
- B. The Executive Council may propose amendments for approval by the Association.
- C. At least 30 days prior to Association action, the proposed amendment and the Council's recommendation shall be made available to all members of the Association for review by soliciting feedback from members via electronic format. A specific time frame for receiving feedback will be determined but not less than 30-days, unless the Council declares that emergency action is required.
- D. Proposed amendments will be reviewed by ACES prior to submission to FCA for review.

## **ARTICLE VII**

### **Indemnification**

Section 1. The Association shall indemnify each member of its Executive Council as described in Article III, each of its officers, as described in Article III, 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 attorneys 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 Executive 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 Executive 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 Executive 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 VIII**

### **Nondiscrimination**

There shall be no discrimination against any individual on the basis of race, ethnic group, color, religious affiliation, gender, sexual orientation, age, record of public offense, and/or ability.