

FLORIDA COUNSELING ASSOCIATION, INC.

BY-LAWS

ARTICLE I

Name, Affiliation and Purpose

Section 1. Name. The name of this association shall be the Florida Counseling Association, Incorporated (a corporation not for profit).

Section 2. Affiliation. The general nature of this association shall be a non-profit organization of counseling personnel affiliated with the American Counseling Association, Alexandria, Virginia.

Section 3. Mission. To promote the value of professional counseling as well as supporting and unifying professional counselors in all settings resulting in high quality practices in Florida.

Section 4. Purpose. The purpose of the Florida Counseling Association is to promote the counseling profession through public awareness, professional development, and advocacy.

Section 5. Objectives.

- A. To promote high standards of professional counseling.
- B. To promote public policy advocacy.
- C. To provide educational opportunities for our diverse membership.
- D. To provide an organizational structure and support to fulfill our mission.
- E. To maintain and enhance communication among our membership.
- F. To promote public awareness of counseling and the profession.
- G. To encourage partnerships with other professional stakeholders.

ARTICLE II

Membership and Dues

Section 1. Types of Membership. Membership in the Association will be granted upon payment of dues to any person whose primary responsibility or interests are in counseling. Members of all types must agree to abide by the American Counseling Association's *ACA Code of Ethics*. The classifications of membership are as follows:

- A. Professional Membership: Any person whose primary responsibilities or interests are in counseling Individuals residing in Florida who hold a Master's degree or higher in Professional Counseling or a closely related profession - psychology, social work, medicine (psychiatry), nursing (psychiatric nursing) from a regionally accredited college or university. To be a Professional Member, one must also be employed as a professional counselor (or a practitioner of a closely related profession) or supervisor of counselors. Professional Members shall be eligible to vote and hold office. The person must also be a member of at least one division of FCA.

- B. First-Year Professional: Individuals who previously met the criteria for student member and have graduated. Individuals must meet all criteria for Professional Membership, the only difference is an eligibility for a one-year reduction in dues to facilitate their transition to professional status. First-year Professional Members shall be eligible to vote and hold office. The person must also be a member of at least one division of FCA.
- C. Associate Member: Individuals who hold a Master's degree or higher in Professional Counseling or a closely related profession - psychology, social work, medicine (psychiatry), nursing (psychiatric nursing) from a regionally accredited college or university. To be an Associate Member, one does not have to be employed as a professional counselor (or a practitioner of a closely related profession) or supervisor of counselors. In addition, Associate Members need not reside in Florida or be employed in the state of Florida. An Associate Member is not eligible to hold office in the Association, but is eligible to vote on all matters except as restricted by the bylaws. The person must also be a member of at least one division of FCA.
- D. Student membership: Individuals who are attending an institution of higher education in the State of Florida as an undergraduate or graduate student preparing for professional counseling or a closely related profession - psychology, social work, medicine (psychiatry), nursing (psychiatric nursing); or individuals who live in Florida and are attending an out-of-state or on-line institution of higher education graduate program preparing for professional counseling or a closely related profession. Student members have the same rights as Professional members. Student membership status shall not be extended beyond three years, requires at least ½ time enrollment, and the verification by an academic advisor. The person must also be a member of at least one division of FCA.
- E. Business Membership: Any appropriate business, industry, foundation, or other organization that is in general support of FCA and its divisions. Business members will receive services offered by FCA to regular members and will pay dues equal to regular membership dues. Business members do not have the right to vote or hold leadership positions in FCA.
- F. Retired Membership: Any retired individual who is interested in the purposes of the Association. The retired member must also be a member of at least one division of FCA.
- G. Emeritus Membership: Individuals who shall be a Professional or Associate Member, who having retired from professional employment may be awarded Emeritus status. Emeritus status is granted by a vote of the FCA Executive Board and shall be based upon the longevity of membership and outstanding service in both this Association and the American Counseling Association. Emeritus members are exempt from payment of dues, but retain all rights and privileges of either Professional or Associate members.
- H. Honorary Membership: Individuals, who are so designated by action of the FCA Executive Board and shall be based on the candidate's services, support, etc., rendered to the Association. Honorary membership shall be for life, exempt from dues and not carry any rights and privileges as assigned to Professional and Associate members.
- I. Life Members: Individuals who have served the Association as President of FCA. Life Membership shall include Membership in the Association and two association divisions. Presidents are given a Past-President's Award which includes Life Membership, at the conclusion of their term. All rights and privileges of Professional Membership shall be extended to Life Members.

- J. Divisional Membership: Members of FCA are encouraged to apply for membership in more than one FCA Division. Membership in a division requires meeting divisional requirements and holding current FCA membership.
- K. Student and Retired Divisional Membership: Membership in a division requires that the student or retired person hold current membership in FCA and meet divisional membership requirements.

Section 2. Membership Year. Membership shall begin with the receipt of dues to FCA. The membership year shall extend for twelve months from the time dues are paid.

Section 3. Severance of Membership. A member may be sanctioned according to the guidelines set forth by the American Counseling Association, as dictated by its most current By-laws and *ACA Code of Ethics*.

Section 4. Dues. Dues for classifications of membership in the Association shall be recommended by the Executive Board and established by the action of the Delegate Assembly. Each division shall recommend any change in its dues to the Executive Board. Changes shall be voted upon by the Delegate Assembly for implementation during the next fiscal year. Dues shall remain constant throughout the fiscal year.

Section 5. Rights. All members are eligible for the services of FCA and hold the right to vote and hold the offices of FCA President (Present, Elect, and Past), Secretary, and Treasurer, Regional Representative, and Division Representative except those holding affiliate, business, associate, divisional affiliates, and honorary memberships.

Section 6. Ethical Requirements. All members of FCA and its divisions are subject to the ACA Codes of Ethics and Standards of Practice and to comply with the procedures established by the current FCA Ethics committee.

ARTICLE III

Governing Bodies

Section 1. The Delegate Assembly.

- A. Composition. The Delegate Assembly is composed of the FCA Executive Board, FCA Division Presidents, FCA Regional Representatives, Graduate Student Representative, Chapter Presidents, and a maximum of five designated FCA Committee Chairs {five FCA Standing Committee Chairs designated by the FCA President.}. All delegates will be certified to the FCA President by their respective division, region, local chapter committee, or designee.
- B. Function. The Delegate Assembly functions in the following ways:
 - 1. It is the legislative body of the Association.
 - 2. It establishes policies to govern affairs of the Association.

3. It acts, when appropriate, on reports by the Executive Board, Standing and Special Committees, divisions and chapters.
 4. It adopts and amends the FCA, division and chapter by-laws.
 5. It approves changes in the dues structure for FCA and divisions.
 6. It grants charters to new local chapters, divisions and interest groups, and, by 2/3 vote, may dissolve a division, chapter or interest groups.
- C. Meetings. The FCA Delegate Assembly must meet annually at the FCA convention. Should it be deemed necessary by the FCA Executive Board, the Delegate Assembly shall meet at the FCA Annual Leadership Conference.
- D. Voting. Each delegate has one vote. A majority of the voting members constitutes a quorum. If more than one office is held by the same person, that person shall have but one vote.

Section 2. The Presidential Council.

- A. Composition. The Presidential Council consists of the President, President-Elect and Past President.
- B. Function. The Presidential Council has the following functions:
1. Provides the FCA Executive Board advice and reporting concerning the daily management functions of the association.
 2. Interviews, recommends for hire to the FCA Executive Board, supervises, and evaluates the FCA management.
 3. Recommends for Executive Board review and approval, association business such as FCA/divisional dues structure, chapter/division bylaws changes, FCA budget, policy, and procedure, and other duties which affect the daily operations of the FCA organization.
 4. While it serves as primarily an advisory body to the FCA Executive Board, the FCA Presidential Council is also charged with the selection of FCA award recipients, including, but not limited to: Member of the Year, Advocate of the Year, Pete Fisher Humanitarian of the Year, the convention dedicatee, and the ACA Southern Region emerging leader(s).
- C. Meetings. The Presidential Council meetings may be called by the President at his/her discretion with the consent of the Presidential Council. Meetings may occur through differing formats such as telephone conference calls or video-conferencing.
- D. Quorum. A quorum of the Presidential Council requires three of the following: President, President-Elect, and Past President.

Section 3. The Executive Board.

- A. Composition. The Executive Board is composed of the FCA Presidential Council and the following:
1. Secretary
 2. Treasurer
 3. Divisions Representative: The current division President's collectively select a representative to serve on the board for a one-year term. The current Division representative will facilitate the election process among current division presidents to elect

the incoming Division Representative. Final elections must receive FCA Executive Board approval

4. Regions' Representatives' Representative: The five region representatives collectively select a representative for a one-year term. The current region reps collectively elect to follow a rotation or select a region rep. This will be facilitated by the current Regional Representative
5. Graduate Student Representative: The FCA Graduate Student Council will collectively select a Chair that will be their representative to serve on the FCA Executive board for a one-year term.

B. Functions. The Executive Board has the following functions:

1. It is the administrative council of the Association and advisory body to the President.
2. It approves or disapproves of the Presidential Council's proposals for the Association, and proposes Association policies such as dues structure for FCA and its divisions, Division and Chapter bylaws approval/disapproval, and recommends them to the Delegate Assembly for action.
3. It formulates operational policies appropriate for executive action and directs their execution subject to review by the Delegate Assembly.
4. It grants charters to new local chapters, divisions and interest groups, and by a 2/3 vote, may dissolve or disaffiliate a division, chapter or interest group.
5. It identifies issues and establishes priorities in the areas of counseling and human development.

C. Vacancies in Unexpired Terms. In case of a vacancy in an elective office other than the FCA President, the FCA President shall have the power to fill the position, with Executive Board approval, until the next scheduled election for that office.

D. Meetings. The Executive Board meets in the fall, at the annual FCA convention, in the spring and at the FCA Leadership Development Conference. The FCA President may also call additional meetings. Official meetings may occur through differing formats such as telephone conference calls or video conferencing. FCA Executive Board actions may be transacted at all meetings. A minimum of ten-day notice is required for FCA Executive Board meetings in which operational policies and/or official actions are transacted. Five voting members of the Executive Board make up a quorum.

Section 4. Professional Issues Forum

A. Composition. The Professional Issues Forum consists of the FCA President, FCA President-Elect, FCA Secretary, Division Presidents, FCA Legislative and Public Policy Chair, FCA Region Representatives Representative and FCA Legislative Consultant (as needed). Guests with testimony or information that directly impacts the issues discussed may be invited by the FCA President. The FCA President is responsible for chairing the Forum.

B. Function. Members Professional Issues Forum are responsible for discussing relevant issues to the members of the association, and for developing strategies and action plans to meet desired outcomes. These action plans will be presented to the Executive Board for action, and will be implemented in a timely manner by the Officers of the Association.

ARTICLE IV

Officers of the Association

Section 1. Description of Office. The offices of the Association shall be President, President-Elect, Past President, Secretary, and Treasurer.

Section 2. Officers.

- A. President. The President shall plan and preside over all meetings held during the term of office. The President, in consultation with the Executive Board, shall appoint all committees and designate committee chairpersons. The FCA President shall provide The FCA Delegate Assembly with a state of the association report at each Delegate Assembly meeting.
- B. President-Elect. The President-Elect shall succeed to the Presidency the year following the election or when the presidency otherwise shall become vacant. The President-Elect shall work with the President to coordinate the work of the standing committees of the Association and shall chair the Convention committee.
- C. Immediate Past President. The President shall succeed to the Immediate Past Presidency following the one-year term as President. The Past President shall work with the President to coordinate the work of Strategic Planning of the Association and shall chair the Nomination and Elections Committee.
- D. Secretary. The Secretary shall serve the Association for two years and shall be responsible for taking minutes at all Presidential Council/Executive Board meetings, Delegate Assembly and the Professional Issues Forums.
- E. Treasurer. The Treasurer has a two-year term, and will work with the FCA Management to develop a yearly budget for review by the FCA Presidential Council and the FCA Executive Board. She/he is responsible for monitoring financial records and budget oversight and will present financial reports at each FCA Presidential Council and FCA Executive Board meeting and Delegate Assembly.
- F. Graduate Student Representative. The Graduate Student Representative shall serve the Association for a one-year term and shall be responsible for advocating for the needs of the counseling students across the state. This person will not be eligible to vote on the Executive Board but will have a vote during Delegate Assembly. S/he will chair the Graduate Student Council.

ARTICLE V

Organizational Structure

Section 1. Organization. The Association is comprised of divisions, regions, chapters, special interest groups, and professional interest networks (PINS).

- A. Divisions. Divisions shall represent specialized areas of interest in counseling. Divisions are incorporated under FCA. Leadership terms to be determined by Division by-laws.
- B. Regions. There shall be five geographic areas: Panhandle, Crown, East Central, West Central, and South formed to facilitate services to members of the area. Each region shall elect one representative to serve their region for a two-year term.

- C. Chapters. The Association promotes and encourages the development of county or area chapters to promote local interests and participation in the profession. New chapters may be accepted which meet the criteria established by FCA and ACA. Leadership terms to be determined by Chapter by-laws.
- D. Interest Groups. Interest groups may be organized on a statewide or local basis to promote a professional interest not otherwise included in the organizational structure of FCA. FCA members may establish an interest group. The petition shall include the name of the interest group, a copy of its bylaws, and a list of members.
- E. Professional Interest Networks (PINS) shall represent specialized areas of interest in counseling. Specific requirements and privileges are fewer than divisions; however PINS have more formal requirements than interest groups.

Section 2. Functions. The divisions, regions, chapters, interest groups and Professional Interest Networks (PINS), must operate within the guidelines established by FCA.

ARTICLE VI

Committees

Section 1. Formation. The President, subject to confirmation by the Executive Board, shall name such standing committees, special committees, commissions and task forces as may be needed to conduct the activities of the Association. The term of office for committee members shall be one year except as provided herein.

Section 2. Standing Committees. The Standing Committees of the Association include the following:

- A. Nominations and Elections Committee. The Nominations and Elections Committee shall solicit candidates, conduct elections, count ballots and notify candidates of election results.
- B. Convention Committee. The Convention Committee shall consist of the Immediate Past President, a representative from each FCA division, and other persons who shall be appointed to assist with the planning and arrangements for the convention.
- C. Finance Committee. The Finance Committee shall consist of the Executive Board with the Treasurer as chairperson. The Finance Committee reviews and submits the recommended annual budget to the Delegate Assembly for final approval.
- D. Membership Committee. The Membership Committee shall be responsible for the annual membership campaign. The committee will also provide quarterly membership reports to the FCA Executive Board.
- E. Public Policy and Legislation Committee. The Public Policy and Legislation Committee shall be responsible for developing and promoting an action platform to further the goals and purposes of the Association. This committee should include a representative from each division.
- F. Public Awareness and Support Committee. This Committee shall promote the goals and purposes for the Association throughout Florida.

- G. Awards Committee. The Awards Committee shall establish criteria for granting awards for outstanding leadership and service to the profession and other awards approved by the Executive Board.
- H. Professional and Leadership Development Committee. The Professional and Leadership Development Committee shall keep the Association abreast of contemporary issues, and foster leadership development within the Association.
- I. Ethics and Professional Practices Committee. The Ethics and Professional Practices Committee shall review all situations regarding possible FCA or ACA ethical violations according to guidelines adopted by the Executive Board.
- J. Human Rights and Development Committee. The Human Rights and Development Committee shall develop, articulate and implement the human rights agenda for the Association.
- K. Strategic Planning Committee. The Strategic Planning Committee shall engage in an ongoing strategic planning process to insure knowledge-based decision-making. It will review:
1. stakeholders' needs, wants, and preferences
 2. current realities and evolving dynamics of the Association's environment
 3. the capacity and strategic position of the Association
 4. ethical implications of the Association's choices
- L. Graduate Student Council. The Graduate Student Council shall be responsible for coordinating all activities of the graduate student members of FCA. The Chair of Graduate Student Council will serve as the Graduate Student Representative on the FCA Executive Board. Duties of the Committee will include but not be limited to:
1. be the voice of student members
 2. identify annual goals and objectives
 3. prepare a budget for consideration by the Executive Board
 4. plan relevant graduate student activities at the FCA Annual Convention, as well as other workshops and networking events throughout the year.
 5. be inclusive of representatives from each active FCA division
- M. Publication Committee. The Publications Committee reviews the plans for the print and electronic publications of the Association.
- N. Past President's Council. The Past President's Council will be comprised of at least three FCA Past Presidents who provide historical information and perspective to the Executive Board and offer mentoring and support to the leadership of the association.
- O. Technology Committee. Technology Committee shall be responsible for recommending and reviewing all technology aspects associated with FCA including the website, social media platforms, webinar, networking software, etc. The technology committee will provide recommendations and updates to the executive board.

Section 3. Reporting. Each standing committee shall submit an annual written report of its activities and status to the Executive Board on or before the date of the annual convention and shall report at any other time requested to do so by the Executive Board.

ARTICLE VII

Nominations and Elections Procedures

Section 1. Nominations and Election Committee. The Nominations and Elections Committee shall solicit candidates, conduct elections, count ballots and notify candidates of election results. The committee shall be chaired by the Immediate Past President of FCA.

Section 2. Candidate Qualifications.

- A. Candidates for elected office in the Association shall be current members of FCA and ACA.
- B. Executive Board members must reside within the State of Florida. Regional Representatives must live within the region for which they are seeking election.
- C. The Nominations and Elections Committee shall be responsible for verifying a candidate's qualifications for elected office within FCA and his/her willingness to serve.

Section 3 - Nomination and Election of Officers

- A. The FCA Nominations & Elections Committee shall submit to the FCA Executive Board for approval the proposed time schedule for carrying out the annual elections.
- B. The FCA Nominations & Elections Committee shall conduct the election of officers by ballot, which shall be electronically mailed to the individual members of the Association.
- C. Each Division, Chapter, and Special Interest Group president shall serve on the FCA Nominations & Elections Committee and shall have the right to submit nominations to the FCA Nominations and Elections committee.
- D. All nominations for the Executive Board shall be submitted to the FCA Nominations & Elections Committee in writing.
- E. Nominations & Elections Committee shall submit the names of two (2), and no more than two, candidates to be placed for nomination for the office of President-Elect.
- F. The FCA Nominations & Elections Committee shall prepare a list of at least two (2), but no more than three (3), candidates for every other elective office.
- G. Should the list of nominees for office exceed three (3) for each elective office, the FCA Nominations & Elections Committee shall prepare and circulate a preliminary confidential ballot to select the final candidates.
- H. The FCA Nominations & Elections Committee shall, upon preparation of a slate of candidates, conduct the elections by secret ballot. The nominated slate shall be circulated among the members by electronic email or snail mail at least thirty (30) days prior to elections.
- I. Tabulation and certification of the election results shall be conducted by the FCA Nominations & Elections Committee. Results of the election shall be presented to the FCA Executive Board at its next regularly scheduled meeting following the election and shall be published in a FCA publication. Candidates shall be informed of the results of the election immediately upon

completion and certification of the. Ballots shall be retained by the committee for one (1) calendar year from the date of election.

- J. The FCA Nominations & Elections Committee shall submit to the FCA Executive Board for approval the proposed time schedule for carrying out the annual elections.

Section 4. Election Results. A majority vote of official ballots cast shall carry the election. The Chairperson of the Nominations and Elections Committee shall notify the candidates and publish the results of the election in an FCA publication.

ARTICLE VIII.

PUBLICATIONS

Section 1: Official Publications

The Florida Counseling Association Journal and newsletter, "Guidelines", shall be the official publications of the Association and shall be distributed without additional charge to all association members in good standing.

Section 2: Editorial Boards

- A. The Editorial Board of the Journal shall consist of one (1) member from each of the Divisions of the Association and 3 at large slots to be determined by the Editor.
- B. The Editorial Board of the newsletter, "Guidelines" shall consist of one (1) member from each Chapter, Region, and Division of the Association, and a member at large to be determined by the Editor.
- C. The Publications Committee, working with Chapter and Division Presidents, will recommend to the Executive Board candidates from each of the Region, Chapters and Divisions who are qualified and willing to serve on the Editorial Board. The Executive Board shall have authority of appointment of Editorial Board members, and authority to relieve an Editorial Board member of his/her duties upon the recommendation of the Publications Committee.
- D. Members of both Editorial Boards shall serve three (3) years rotating terms, beginning on May 1 of a given year and ending on April 30 three years later.

Section 3: Editors

- A. Editors must be members of the Florida Counseling Association.
- B. Applications for the positions of Editor of the Journal and Editor of "Guidelines" shall be received and reviewed by the Publications Committee, who shall make recommendations for both positions to the President and the Executive Board. The Executive Board shall then make the appointment to the Editorial board positions.
- C. Editors shall serve for three (3) year terms, which may be renewed one (1) time. Appointments to the position of Editor shall be made approximately one (1) year before the beginning of the term in which the Editor is to serve.
- D. The Editor of the Journal shall receive and evaluate all manuscripts proposed for publications in the Florida Counseling Association Journal. The Editor of "Guidelines" shall receive and evaluate all articles proposed for publication in the Florida Counseling Association newsletter.

- E. Each Editor shall, with the assistance of the Editorial Boards, be responsible for accomplishing the tasks and adhering to the policies as outlines in the Association's Publication Guidelines.
- F. Editors shall serve as Co-chairs and full voting members of the Publications Committee.
- G. Editors shall serve as non-voting members of the Executive Board.

Section 4: Editor Designee

- A. The Editor Designee shall be identified one (1) year prior to assuming the position of Editor. He/she shall serve as an apprentice during the final year of an Editor's term, supporting him/her in the accomplishment of the duties of the Editor.

ARTICLE IX

Business Affairs of the Association

Section 1. Severable or Transferable Interests. No members shall have any severable or transferable interest in the assets of the Association.

Section 2. Disposal upon Dissolution. Upon termination and/or dissolution of the Association, none of its assets shall be distributed to any of the members. All assets shall be transferred to other organizations that the Executive Board shall determine to have purposes and activities most nearly consonant with those of the Association provided that such other organization shall be exempt under section 501 (c) (3) of the Internal Revenue Code.

Section 3. Fiscal Year. The Fiscal year of the Association shall be July 1 to June 30.

Section 4. Reports. Members of the Executive Board shall be given expense reports from the Treasurer at each scheduled meeting showing the financial status of the Association.

Section 5. Indemnification of Directors, Officers and Employees. To the extent permitted by law, each director, officer and employee of the Association whether or not then in office, shall be indemnified by the Association against all costs and expenses reasonable incurred by or imposed upon him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved by reason of his/her being or having been a director, officer or employee of the Association, such expenses to include the cost of reasonable settlements (other than amounts paid to the Association itself) made with a view to curtailment of costs and litigation. The foregoing right of indemnification shall not be exclusive of other rights to which any director, officer or employee may be entitled as a matter of law.

- A. The Association shall be authorized to purchase Association liability insurance, without obtaining reimbursement of all or any part of the premium, to insure the Association's obligations under By-Law and to indemnify directors, officers and employees against liability, loss and expense incurred by them or any of them by reason of having been a director, office or employee of the Association, whether or not the director, officer or employee has or would have a right of indemnification from the Association under By-Law.

ARTICLE X

By-Laws

Section 1. Amendments. The following amendment procedures shall be followed when proposed changes to these by-laws are submitted for consideration:

- A. Proposed changes to the By-Laws shall be submitted in writing to the President.
- B. The President shall appoint a By-Laws Revision Committee to study the proposed changes and make recommendations to the Presidential Council and Executive Board.
- C. The Presidential Council and Executive Board shall study the committee's recommendations and present to the Delegate Assembly all proposals that receive the Presidential Council's and Executive Board's approval as a set of amendments.
- D. On approval of the set of proposed amendments by the Presidential Council and the Executive Board, the Delegate Assembly may adopt such set of amendments by a majority vote, or not adopt the set of amendments.
- E. FCA Bylaws will be systematically reviewed at least every five years.

ARTICLE XI.

Nondiscrimination

- A. There shall be no discrimination against any individual on the basis of ethnic group, color, creed, gender, sexual orientation, age, record of public offense, and/or disability.

ARTICLE XII

Rules of Order

Section 1. Rules. The most recently revised edition of Robert's Rules of Order shall govern any provisions not covered by these By-Laws of the Florida Counseling Association.