

BY-LAWS OF THE ILLINOIS MENTAL HEALTH COUNSELORS ASSOCIATION

ARTICLE I: NAME AND AFFILIATIONS

Section 1. Name.

The name of this Association shall be the Illinois Mental Health Counselors Association.

Section 2. Tax exempt Status.

The Illinois Mental Health Counselors Association is tax exempt from IRS taxes but not IL Dept. of Revenue Sales Taxes.

Section 3. Organizational Affiliations.

The Illinois Mental Health Counselors Association shall be a division (Charter Member 1979) of the Illinois Counseling Association and shall also be a State Chapter of the American Mental Health Counselors Association. The Illinois Counseling Association is a State Branch of the American Counseling Association, and the American Mental Health Counselors Association is an affiliate of the American Counseling Association. The Illinois Mental Health Counselors Association is a charter member of the Coalition of Illinois Counselor Organizations.

Section 4. Abbreviations.

- a. The Illinois Mental Health Counselors Association may be abbreviated as IMHCA, and may be referred to as IMHCA or as the Association.
- b. The Illinois Counseling Association may be abbreviated and referred to as ICA.
- c. The American Mental Health Counselors Association may be abbreviated and referred to as AMHCA.
- d. The American Counseling Association may be abbreviated and referred to as ACA.
- e. The Coalition of Illinois Counselor Organizations may be abbreviated and referred to as CICO.

ARTICLE II: MISSION STATEMENT AND PURPOSE

The mission of IMHCA is to promote the professional well-being of mental health counselors in Illinois through advocacy, education, and support services, and thereby contribute to the good of society.

ARTICLE III: MEMBERSHIP

Section 1. Types of Membership

There shall be six types of membership in the Association: Professional, Regular, Student, Past-president and Retired add affiliate for non Masters level counselors, vendors, etc.

Voting membership shall be open to all but Associate members. "In good standing" means all fees/dues are current and no outstanding ethics violations are on record.

Section 2. Requirements of Membership.

- a. Professional Member. Membership is open to all members of the Illinois Counseling Association (ICA) whose primary work-related responsibilities or interests are providing mental health counseling. A Professional Member holds a graduate degree of at least the Masters level in counseling, counselor education, or a related field. Professional Members are eligible to hold office. A Professional Member has the right of public identification as "a Professional Member of the Illinois Mental Health Counselors Association."
- b. Regular Member. Membership is open to all ICA members whose primary work-related responsibilities or interests are in providing mental health counseling and who hold at least a Bachelor's degree in counseling or a related field; OR persons whose interests are in the area of mental health counseling but whose primary work-related responsibilities do not include providing mental health counseling. Regular members in good standing are eligible to be elected to the Board. They may not hold the office of President or Vice President, but may hold any other office and may chair standing committees. A regular member has the right of public identification as "a member of the Illinois Mental Health Counselors Association."
- c. Student Member. Any student member of ICA with interests in mental health counseling shall be eligible to become a Student Member of the Association. Student members have the privileges of regular members including voting, serving on the Board of Directors, and chairing committees. [Student members may not hold office.
- d. Past Presidents. Membership in IMHCA shall be free to Past-presidents once they have completed their term as Past-president. As long as they maintain membership in ICA
- e. Retired Members. Retired members in ICA are entitled to membership at half the cost of dues for ICA Professional Members if they are (a) at least 60 years of age, (b) are no longer working in the field of counseling or any other profession, (c) and have been an ICA Member continuously for the past 5 years. Retired members are entitled to vote in ICA elections.

Section 3. Dues.

Annual Association dues for members shall be established by the action of the IMHCA Board.

Section 4. Rights and Privileges.

All IMHCA members in good standing are eligible to vote, except. The membership elects the officers (President, Vice President, Secretary, Treasurer) and the other members of the Board. Other rights and privileges are outlined under each category of membership.

Section 5. Severance of Membership

A member shall be dropped from membership for the non-payment of dues or for a finding of an ethics violation.

Section 6. Professional and Ethical Conduct

Members shall be held to the professional and ethical standards of the American Counseling Association, the American Mental Health Counselors Association, and/or regulations of the Illinois Department of Financial and Professional Regulation.

ARTICLE IV: REPORTS

Section 1. National.

The Association shall provide AMHCA with a current list of officers within thirty (30) days of their election or appointment. The Association shall transmit written reports to the AMHCA Board of Directors when appropriate.

Section 2. State.

A quarterly report of Association activities shall be distributed for each ICA Governing Council meeting and submitted for electronic distribution to the membership and/or to the Contact.

ARTICLE V: OFFICERS OF THE ASSOCIATION

Section 1. Terms of Officers and Election Procedures.

- a. There are four elected officers of the Association: President, Vice President, Secretary and Treasurer. Officers are elected by the general membership. Officers are members of the Board of Directors. Elections for officers and Board members may be held through electronic means.
- b. The term of office for each officer is one year, from July 1 to June 30. Officers may be re-elected to the same office for a second one-year term. The President and Vice-President may not serve more than two consecutive one-year terms.
- c. The President of the Association must be a Professional Member in good standing for at least the two years preceding election.
- d. The Vice President shall succeed to the office of President upon the resignation, death or removal from office of the President. The Executive Committee shall then appoint a qualified member to fill the vacancy of Vice President. The same procedure will obtain if the Vice President should resign, become ineligible, or be unable to meet the obligations of the office.
- e. The President shall succeed to the office of Past-president upon completion of the term as President, and shall serve for one year. In the event that the President should be reelected to a second one-year term, the Past-president may continue in this office for a second year. The President or Vice-President who has served two consecutive one-year terms must be out of that office for at least one year before running again for election to that office. This does not prevent such an officer from running for another office or for a term on the Board.
If an elected officer should be unable to assume the office on July 1, a special election will be held.
- f. Should a member of the Association find cause to contest the eligibility of any nominee, a written notice shall be given to the President within thirty (30) days after the

publication of the slate of candidates in the Association's official publication, after which time the slate becomes incontestable. The President is charged with the responsibility of serving notice on the contested nominee and polling the Executive Committee. The decision of three fifths (3/5) of the Executive Committee shall decide the matter.

Section 3. Duties of Officers.

- a. The President serves as the presiding officer of the Association and as Chair of the Executive Committee and of the Board of Directors. The President shall, with the approval of the Executive Committee, appoint Chairs of the Standing Committees from among the elected Board Members, and appoint all other committees and task forces. The President is responsible to communicate directions from the Executive Committee to the Executive Director and to perform such other duties as are incident to the office or as may be required by the Executive Committee. In consultation with the Executive Committee the President generates the annual Strategic Plan.
- b. The Vice President serves as a member of the Executive Committee and the Finance Committee and shall perform such duties as may be directed by the Executive Committee or the President.
- c. The Secretary serves as a member of the Executive Committee and is responsible for recording minutes at all official meetings of the Association, the Board, and the Executive Committee. These records shall be distributed to the Board.
- d. The Treasurer shall serve as a member of the Executive Committee and as Chair of the Finance Committee. The Treasurer shall review, examine and receipt all expenditures of the Association and shall establish and maintain all appropriate financial accounts, budget, and records, and shall make such records available for audit as necessary. The Treasurer shall have oversight responsibility regarding deposits authorized by the Executive Committee and shall write checks with a sole signature up to an amount set by the Board. The Treasurer shall submit financial reports at each meeting of the Executive Committee and the Board. The Treasurer and the Finance Committee, in consultation with the Executive Director, shall prepare the annual budget and submit it to the Board for approval.
- e. The Past-president shall serve as a member of the Executive Committee and as Chair of the Nominations and Elections Committee.

Section 4. Removal from Office.

An elected member of the Board or of the Executive Committee may be removed from office for failure to perform assigned duties, including the duty to attend Board meetings. A three-fifths (3/5) majority of the Executive Committee shall be required to remove the elected member from the position. An officer or a Board member may also be removed under the applicable provisions of Article III of these By-laws.

ARTICLE VI: BUSINESS AFFAIRS AND OPERATIONS OF THE ASSOCIATION

Section 1. Board of Directors.

- a. The IMHCA Board of Directors consists of 13 members elected by the general membership. Included in this are 12 professional or retired members and 1 graduate student non-voting member. Elected officers are President, Vice President, Past

President, Secretary and Treasurer. It is understood that each Board member serves on one or two standing committees and is willing to chair at least one committee. Committee chairs, ICA representatives and CICO representatives are selected from Board members and appointed by the President. Should any of these positions become vacant, the President shall appoint a successor from among Board members. The Board votes on all major decisions of the Association. The Executive Director is an ex-officio member of the Board. The President may appoint a parliamentarian ex-officio.

- b. A Board member shall be elected for a 3-year term and may run for a second 3-year term. After a one-year absence from the Board, a former two-term Board member may again be elected to the Board. Should a Board position become vacant, the President may appoint a successor to complete the term on the Board. The Board shall meet no less than twice annually, at the ICA Annual Convention and at the IMHCA Spring Conference, and may meet more often at the discretion of the President. A quorum of seven voting members (7) is required for an official meeting of the Board. Each member shall have one vote; a majority of Board members present, a quorum having been fulfilled, is necessary to carry a motion. Ordinarily, votes are taken during a meeting of the Board. However, when the President deems that circumstances make it necessary, votes of the Board may be cast electronically or by phone or teleconference.

- c. The Board reviews and approves the annual Strategic Plan. It assists in planning, developing and implementing new programs and changes in the organization. Board meetings are open to all members. When the President deems it necessary, the Board may meet via teleconferencing or other electronic means.

Section 2. Executive Committee.

- a. The Executive Committee is composed of the President, Vice President, Past President, Secretary and Treasurer. The IMHCA Executive Director is a member ex-officio. Three members constitute a quorum. When necessary, teleconferencing or other electronic means may be used for meetings of the Executive Committee. The Executive Committee acts for the Board between meetings, guides and advises the President, and directs the Executive Director through the President. The Executive Committee helps the President develop the annual Strategic Plan to be submitted to the Board for approval. Executive meetings may be closed.
- b. Officers are elected by the general membership. Officers must be in good standing with ICA, IMHCA, and AMHCA. Elections may be held electronically.

Section 3. Standing Committees.

- a. The Standing Committees of the Association shall be: Finance; Nominations and Elections; Membership; Employment, Insurance, and Managed Care [and Legislation]; Professional Development; Awards; Public Relations; and Long Range Planning. Committees shall submit written reports of their activities to each meeting of the Board. Reports may be submitted electronically.
- b. The Finance Committee shall be chaired by the Treasurer. The Vice President, and Executive Director (ex officio) shall serve on this committee. The Finance Committee, in consultation with the Executive Director, shall develop the annual proposed budget and oversee completion of fiscal reports and government forms.

- c. The Nominations and Elections Committee develops the slate of candidates for IMHCA officers and board members and presents the slate to the Board. The Past President chairs this committee. Ballots are distributed to the general membership for voting. Information about each candidate is made available to the membership both electronically and through the official newsletter. The general membership votes for these officers and Board members either electronically or, if requested, by means of paper ballots.
- d. The Membership Committee promotes the benefits of IMHCA membership to counselors and counseling students.
- e. The Employment, Insurance and Managed Care [and Legislation] Committee promotes the credentials of Licensed Professional Counselors and Licensed Clinical Professional Counselors to employers and third party payers to increase employment and reimbursement opportunities for counselors. Likewise the committee, in conjunction with the Executive Director, advocates to state and national governments regarding legislation or regulations of concern to counselors, especially mental health counselors.
- f. The Professional Development Committee is charged with providing opportunities for mental health professionals to further their professional knowledge and skills through continuing education.
- g. The Awards Committee coordinates the nominating and awarding of the IMHCA Distinguished Service Award and establishes criteria for other awards to deserving members. When appropriate, the committee also facilitates nominations of IMHCA members for ICA, ACA and AMHCA awards.
- h. The Public Relations Committee works with the Executive Director and the ICA Public Relations Committee to help promote the recognition of mental health counselors, especially Licensed Professional Counselors and Licensed Clinical Professional Counselors as qualified treatment providers in the perception of the public, the media, legislators, and other health professionals.
- i. The Long Range Planning Committee attends to longer-range interests on behalf of the mission, functioning, effectiveness and solvency of IMHCA.

Section 4. Committees and Task Forces.

Ad hoc committees and task forces may be established as necessary to conduct special projects on behalf of the Association. Each committee or task force will report its activities and progress in writing to the Board at each Board meeting. The reports may be transmitted electronically.

Section 5. Fiscal Year.

The fiscal year of the Association shall be from July 1 to June 30. Terms of officers shall coincide with the fiscal year.

Section 6. Executive Director.

The IMHCA Executive Director is a paid staff person who serves under the general direction of the Executive Committee and in close consultation with the President to implement the programs, procedures, and policies of the Association. The Executive Director is an ex-officio member of the Executive Committee, the Board of Directors, and the Finance Committee. The Executive Committee will evaluate the Executive Director's performance yearly. The Executive Director's position description and compensation will be reviewed as part of the annual performance appraisal.

Section 7. Property of the Association.

- a. The Executive Director shall be the custodian of all records of the Association and shall maintain an inventory of all property of the Association, including the location and possessor of all property not in the possession of the Executive Director. In the event the Association should be dissolved, any and all IMHCA property and assets shall be transferred to the Illinois Counseling Association.
- b. Archives. The Executive Director will maintain a file of material chronicling the events and activities of the organization for the fiscal year and will send a copy of this archival material annually to the ICA archivist.

Section 8. Conflict of Interest

It is understood that, at times, IMHCA Board members may be faced with dual interests, i.e., they may be in a position to gain financially and/or in influence, as a result of Board decisions. To be more specific, these conflicts of interest are defined as any situation in which an individual member of the IMHCA Board of Directors is in a position to benefit from this official capacity for personal gain.

When this is the case, the Board member is expected to:

1. Disclose to the Board the conflict of interest and the specific nature of it
2. Be absent from Board discussions of the issue
3. Be absent from voting

The imperative for this varies depending upon circumstances, either as common sense ethics, codified ethics, or statute dictates.

A conflict of interest exists even if no unethical or improper act results from it. A conflict of interest can create an appearance of impropriety that can undermine confidence in the association.

When necessary, a neutral third party can be brought in to help make an impartial judgment that will mitigate the conflict of interest which remains a conflict nonetheless.

ARTICLE VII: MEETINGS

Section 1. Annual Meeting.

The annual meeting of the Illinois Mental Health Counselors Association will take place during the annual convention of the Illinois Counseling Association. Announcement of the meeting will be published in *NewsUpdate* or in such manner as to make the information readily available to the general membership in a timely manner, including electronic means of communication. Minutes or summaries of the annual meeting will be published in the next available issue of the newsletter and in electronic communications to the members.

Section 2. Board of Directors Meetings.

The Board of Directors will meet at least two (2) times per year, and at such other times as the President may call for, or as may be called for by not less than three (3) members of the Executive Committee. One meeting of the Board will be held in conjunction with the annual convention of the Illinois Counseling Association, and one meeting in conjunction with the annual IMHCA Annual Conference. Minutes of these meetings will be circulated among members of the Board and summaries of the Board's decisions will be reported in *NewsUpdate*. All of these minutes may be distributed electronically. Board meetings are open to the membership. In special circumstances the Board may move into executive session, which is closed to the general membership, the public, and the Executive Director—except by specific invitation—by a 2/3 vote of the members of the Board. Such special circumstances could include personnel matters, litigation or other sensitive issues.

Section 3. Executive Committee Meetings.

The Executive Committee will meet at least once before each Board meeting and at such other times as the President may call for, or as may be called for by at least three (3) members of the Executive Committee. The President shall report to the Board about Executive Committee activity and minutes of these meetings will be presented to the Board members. Executive Committee meetings are closed to the general membership. Members of the Board who are not Executive Committee members may participate in Executive Committee meetings by invitation of the President or by special request of the Board member. Meetings will be held at times and in locations convenient for the members of the Committee. Teleconferencing or other electronic means may be used as a substitute for face-to-face meetings.

Section 4. Committee and Task Force Meetings.

Committees and Task Forces will meet at times and in locations convenient for a majority of the members to attend, subject to the call of the Chair. The Chair of each Committee or Task Force is appointed from the Board of Directors by the President. When the Chair deems it necessary, such committee and task force meetings may be held through electronic means.

ARTICLE VIII: BY-LAWS

Section 1. The Process for Changing By-laws.

- a. The Board reviews proposed changes and votes on them. A 2/3 majority is required to pass the Board.
- b. By-law changes approved by the Board must be submitted to the general membership for a vote. The changes must be published by any or all of the following means of communication: written notice, publication in *NewsUpdate*, posting on the IMHCA website, or other comparable electronic means. The proposed By-laws must be published no less than thirty (30) days before a vote is taken. The vote of the general membership will ratify the changes with a simple majority of those voting either by ballot or at a general membership meeting or through electronic means.

Section 2. Publication.

The By-laws of the Association shall be published on the IMHCA website. All new Board members shall receive a copy of the By-laws. Any member may request a printed copy of the By-laws.

ARTICLE IX: PARLIAMENTARIAN AND RULES OF ORDER

Section 1. Parliamentarian.

The President shall have discretionary authority to appoint a member of the Association to act as Parliamentarian, whose term of office shall be at the pleasure of the President. The Parliamentarian shall be an ex-officio member of the Board of Directors and shall advise the President and other officers on matters affecting parliamentary procedure and passage of legislation, resolutions, motions, amendments, and related matters. The Parliamentarian, unless an elected member of the Board, shall not be a voting member of the Board of Directors.

Section 2. Parliamentary Authority.

The parliamentary authority for meetings of the Association will be Robert's Rules of Order, Revised.

ARTICLE X: DISSOLUTION OF THE ORGANIZATION

Dissolution or Sale of Assets

A two-thirds (2/3) vote of the Board of Directors shall be required to dissolve the corporation. Upon dissolution of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to the Illinois Counseling Association. No part of the net assets or net earnings of the corporation shall inure to the benefit of or be paid or distributed to any officer, director, member, employee or donor of the organization.

ARTICLE XI: ENACTMENT

This revision of the By-laws, dated November 2007 rescinds the By-laws of the Association dated April 2003.