

BYLAWS

Delaware Professional Counselors Association

ARTICLE I. NAME AND PURPOSE

Section 1. Name

The name of this association shall be the Delaware Professional Counselors Association hereinafter referred to as DPCA.

Section 2. Purposes

The purposes of the Delaware Professional Counselors Association are as follows:

- a. Advance the profession and practice of professional counseling.
- b. Promote the exchange of professional information and networking among counselors by means of a website, and other scientific, educational, professional materials and publications.
- c. Provide continuing education opportunities through conferences, workshops, and other means that assist professional mental health counselors and others in updating and enhancing their competencies.
- d. Promote standards for the training and credentialing of professional counselors.
- e. Promote research studies into the effectiveness of clinical interventions and related professional issues.
- f. Promote positive relations with other professional organizations for effective advocacy of counseling-relating issues.
- g. Promote programs of public awareness and effective public relations to enhance recognition of professional counseling and its practitioners.
- h. Promote high standards for credentialing of professional mental health counselors by advocating for equitable licensure in every state and for national counselor certification.

Article II: MEMBERSHIP

Section 1:

The Association shall have the following types of membership In order to qualify for membership an individual must meet the requirements below pertaining to the type of membership being sought.

a. Clinical Members

Applicants for clinical membership shall certify that they are licensed in Delaware as an LPCMH or LACMH in good standing. At the discretion of the Board of Directors

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individuals who are licensed as a Psychologist, Clinical Social Worker, Marriage and Family Therapist, or Chemical Dependency Professional may apply as Clinical Members. Clinical members are eligible to vote in DPCA elections and may be nominated or elected to serve on the DPCA Board of Directors.

b. Professional Member

Applicants for professional membership shall certify that they have a Master's degree or higher in counseling or a related field covering the basic principles of professional counseling (as defined by the DPCA Board) from a regionally accredited institution. Professional members are eligible to vote in DPCA elections and may be nominated or elected to serve on the DPCA Board of Directors.

c. Retired Members

Members in retirement shall be entitled to reduced annual dues and shall maintain all the privileges of clinical/professional membership.

d. Student Members

Individuals enrolled as a student in good standing in a regionally accredited graduate program in counseling or a related area that covers the basic principles of professional counseling. Student members may attend meetings of the association but shall not be entitled to vote and shall not be eligible to hold office, with the exception of student members-at-large.

e. Associate Members

Any person whose primary work-related responsibilities are in the area of counseling or a related field shall be eligible for associate membership in DPCA. Associate members may attend meetings of the association but shall not be entitled to vote and shall not be eligible to hold office.

Section 2. Dues

Annual association dues for members shall be established by action of the board of directors, and shall be collected by DPCA.

Section 3. Severance of Membership

- a. Membership may be terminated for conduct that violates the bylaws or code of ethics of the association, or involves unethical or unprofessional conduct as determined by a state or national licensing or certification board, or professional association.
- b. A member may be dropped from membership for:
 - (1) Nonpayment of dues.
 - (2) Falsely certifying that professional qualifications have been met.

Section 4. Association Memberships

DPCA is affiliated with the American Counseling Association and the American Mental Health Counseling Association and as such agrees to abide by the bylaws that pertain to affiliation with these associations.

ARTICLE III. OFFICERS OF THE ASSOCIATION

Section 1. Officers

The Board of Directors of the DPCA shall be composed of the officers, past president, and four members at large. The officers shall be President, President-elect, Treasurer, Secretary. In addition, the DPCA may have a non-elected administrative director. The Board of Directors must be members in good standing of the DPCA. A simple majority of the Board shall consist of Clinical Members. Elections are held following the election procedures of the DPCA.

Section 2. Elections and Terms of Officers

- a. Call for Nominations will be announced via email, regular mail or website no later than the end of November.
- b. The president-elect, treasurer, secretary and members-at-large will be elected for a two (2) year term. On February 1 of every other year, new members will assume the offices to which they have been elected.
- c. Two members-at-large may be Student Members and will have full voting privileges on the board of directors.
- d. The administrative director shall be a nonvoting member of the board of directors. The administrative director shall be appointed by the president, subject to majority approval of the board of directors, and shall serve for 2 years. The administrative director can be reappointed to consecutive 2 year terms by a majority vote of the board of directors.
- e. The president-elect will succeed to the office of president of the association on February 1 of the second year following the commencement of the term as president-elect, or upon the death or resignation of the president. In the event that the president-elect should die, resign, or be otherwise unable to continue in the office prior to becoming president, the board of directors shall fill the office in a manner to be determined by policy.
- f. Upon the conclusion of a president's term of office, he or she shall continue as a member of the board of directors in the office of past president for a term of two (2) years. In the event that the past president should die, resign, or be otherwise unable to continue in the office until the conclusion of the term, the board of directors shall fill the office in a manner to be determined by policy.
- g. Prior to February 1, if for any reason an officer-elect should be unable to assume the office to which they have been elected, the board of directors shall fill the position in a manner to be determined by policy.
- h. Should a member of the DPCA find cause to contest the eligibility of any nominee, a written notice shall be given to the Board of Directors within thirty (30) days after publication of the slate of candidates in the DPCA official publication.
- i. Except as otherwise provided in this section, vacancies occurring on the board of directors during the terms of office of the respective members shall be filled by the board in a manner to be determined by policy.

Section 3. Powers and Duties of Officers

- a. The president shall serve as presiding officer of the DPCA, and as a member of and chair of the board of directors of the DPCA. The president shall, in collaboration with the board of directors, appoint all special committees and task forces and perform such other duties as are incident to the office, or as may be properly required by vote of the board of directors and/or as specified by policy. The president shall also appoint members to fill vacancies on standing committees occurring during his/her term of office.
- b. The president-elect shall serve as a member of the board of directors and shall perform such duties as may be directed by the board of directors and/or by policy.
- c. The past president shall serve as a member of the board of directors and shall perform such duties as may be directed by the board of directors and/or by policy.
- d. The treasurer shall serve as a member of the board of directors and will be responsible for maintaining a balanced budget. Fund balance shall be deposited and maintained in designated account(s). Deficit spending is prohibited. Money may be spent only after approval by a majority vote of the board of directors of the DPCA.
- e. The secretary will be a member of the board of directors and shall be responsible for the recording of minutes at all official meetings of the board of directors and shall be responsible for the timely distribution of these minutes to all members of the board.
- f. Members-at-large will be members of the board of directors and shall attend meetings of the board of directors, shall vote, and will perform such duties as appointed by the president or as agreed upon by the board as a whole.
- g. The administrative director will be a non-voting member of the board of directors, shall attend meetings of the board of directors, and will perform such duties as appointed by the president or as agreed upon by the board as a whole. The administrative director will assist the board in ongoing operations of the DPCA, will have financial responsibilities as directed by the board, and may serve as chairperson of the nominations committee for elections to DPCA office.
- h. Every member of the board of directors will have assigned liaison responsibilities that will be specified by policy, the board of directors as a whole, and/or the president.

Section 4. Board of Directors

- a. The board of directors shall be the agency through which the general administrative and executive functions of the DPCA are effected. The board shall be responsible for developing and implementing all policies pursuant to these bylaws.

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- b. The board of directors shall conduct, manage and control the business of the DPCA.

Section 5. Meetings

- a. The board of directors shall meet at least twice a year at a time and place designated by the president and approved by the board of directors. Meetings at other specified times may be designated by either the president or a majority of the board of directors.
- b. A simple majority of the members of the board of directors shall constitute a quorum.
- c. The Annual Business Meeting of the DPCA shall take place at a time and place designated by the president and approved by the board of directors. The date and location will be published; the procedures of the Annual Business Meeting shall be determined by policy.
- d. General membership meetings will be scheduled as needed and/or as directed by the board of directors.

Section 6. Removal from Office

An elected officer may be removed from office by a two-thirds majority of the DPCA board of directors.

- a. Reasons for removal from office may include (but are not limited to) are:
 - (1) Conduct that violates the bylaws or code of ethics of the association, or involves unethical or unprofessional conduct as determined by a state or national licensing or certification board, or professional association
 - (2) Failure to carry out duties/responsibilities of office.
- b. The process of removal from office must be initiated in writing by a member of the DPCA. Two additional letters from members supporting removal from office must accompany the initial charge. Ethical violations must be dealt with according to procedures detailed in policy relating such matters. The following steps will apply in sequence when the charge relates to failure to carry out the duties or responsibilities of one's office:
 - (1) Written documentation of charges must be presented to the DPCA president. In cases where the president is being charged, the past president shall receive the written documentation of the charges.
 - (2) Notification of the charges must be provided to the officer in question and to the DPCA board of directors.
 - (3) Consideration of this issue, in closed executive session, by the DPCA board of directors.
 - (4) Attempts will be made to resolve the issues through appropriate communication channels with the intent of keeping the person in office, if possible.

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- (5) Removal from office can occur by a two-thirds majority vote of the voting board of director's members and will be effective immediately.
- (6) There will be an opportunity for the accused to respond to charges, either in person or in written form to the board of directors.
- (7) An appeal process will be available within thirty (30) days from the date of action taken regarding charges by the DPCA board of directors.
- (8) The accused member of the board of directors will be required to abstain from voting on the issue; the accused officer may also be asked to leave the session in which the issue is considered by the remainder of the board of directors.
- (9) If removal from office results, written notice to this effect will be provided to the person charged by the DPCA president or past president; removal will also be duly recorded in minutes of the next board of directors meeting, along with the effective date of removal.

ARTICLE VI. VOLUNTEER LEADERS AND COMMITTEES

Section 1. Representatives to External Bodies

If and when needed, DPCA representatives to the American Counseling Association (ACA) and/or the American Mental Health Counselors Association (AMHCA) Governing Council, the Council for Accreditation of Counseling and Related Educational Programs (CACREP) board of directors, American Association of State Counseling Boards (AASCB), and the ACA Foundation will be appointed for terms of office as specified by the board of directors. DPCA representatives to various political coalitions, advocacy groups, and governmental and non-governmental policy advisory groups will be appointed by the board of directors for terms to be specified by the board. These appointees serve at the pleasure and will be accountable to the DPCA board. They will report to the board according to schedules specified by policy, or specific instructions, and will be subject to recall by the board.

Section 2. Committees

The committees of the DPCA shall consist of committees as deemed necessary by the board. Nominations or appointments to all committees will be made collaboratively between the president-elect or president and the board of directors after broad solicitation for interested members; the president-elect or president will submit the committee nominations/appointments to the board for their approval. Committees shall be appointed for a term as determined by the board and may be renewed by the board on a regular basis.

Section 3. Reports

Each committee shall report to the board of directors the salient activities, financial information and progress of the committee as indicated in the annual committee guidelines.

Section 4. Qualifications of Volunteer Leaders

All volunteer leaders and non-member volunteers shall be appointed and approved by a majority vote of the board of directors.

Section 7. Diversity

The DPCA will make a best effort to achieve diversity including (but not limited to) race, gender, sexual orientation and ethnicity in all appointments.

ARTICLE VII. BUSINESS AFFAIRS OF THE ASSOCIATION

Section 1. Fiscal Year

The fiscal year shall be from July 1 to June 30.

Section 2. Property of the Association

In the event the DPCA should be dissolved, none of its property shall be distributed to any of the members. Instead, all of its property shall be transferred to such organization / organizations as the board of directors shall determine to have purposes or activities most nearly consonant with those of the association, provided, however, that such organization or organizations shall be tax exempt.

ARTICLE VIII. BYLAWS

Section 1. Amendment and Adoption

These bylaws may be amended by a 2/3 majority vote of the Board of Directors

Section 2. Notification of Bylaws Change

The board of directors of the association must be notified in writing or by e-mail prior to any board meeting of any proposal to add to or amend the bylaws of the association.

Section 3. Effective Date of Bylaws Amendments

At the time of the adoption of an amendment to the bylaws, the board of directors must specify that the amendment is effective either immediately or at the beginning of the next fiscal year.

Section 4. Publication

The bylaws of the association shall be distributed to the membership in their entirety every five years, beginning with their promulgation. All amendments adopted by the association during an official year shall be distributed to the membership during the year of adoption.

ARTICLE X. RULES OF ORDER

The parliamentary authority for meetings of the association will be Roberts Rules of Order, newly revised, 1990 Edition (by Henry Martin Robert), as from time to time amended.

ARTICLE XI. LIABILITY AND INDEMNIFICATION

- a. A member of the board of directors shall not be personally liable for monetary damages as a member of the board of directors for any action taken, or any failure to take any action, unless:
 - (1) The member of the board of directors has breached or failed to perform the duties of a member of the board of directors in accordance with the standard of conduct contained in the bylaws and any amendments thereto; and
 - (2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Liability and Indemnification

- a. The DPCA shall indemnify any officer or a member of the board of directors who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Society) by reason of the fact that such person is or was a representative of the Society, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal; provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Society, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Society unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Society is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.
- b. Unless ordered by a court, any indemnification under these bylaws or otherwise permitted by law shall be made by the DPCA only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:
 - (1) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding;
 - (2) If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
 - (3) by the members.
- c. **Advancement of Expenses.** Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Society.

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- d. Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or a Member of the board of directors of the Society and shall inure to the benefit of the heirs, executors and administrators of such person.
- e. Other Rights. This Article shall not be exclusive of any other right that the Society may have to indemnify any person as a matter of law.

Adopted: July 31st 2010

Bruce E Palmer

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