

Bylaws of the Washington Mental Health Counselors Association

Mission

The mission of the Washington Mental Health Counselors Association is to promote quality mental health counseling services, to maintain a viable and distinct professional identity, and to influence public policy consistent with our professional ethics and values.

Article I Name

The name of this association is Washington Mental Health Counselors Association.

Article II Nature, Purpose and Prohibitions

2.1 **Nature.** The Washington Mental Health Counselors Association is incorporated under the nonprofit laws of the state of Washington and shall maintain exemption from taxation under Section 501(c)(6) of the Internal Revenue Code.

2.2 **Purpose.** The purpose of the Washington Mental Health Counselors Association is to promote and maintain the profession of mental health counseling by stressing high levels of ethical and professional practice; to promote legislation and administrative rules that recognize and advance the profession of mental health counseling; to foster cooperation among mental health providers to improve care and services to clients; to position the profession favorably in the health care market through marketing and education; to provide advocacy with insurance companies for contract language that protects licensed mental health counselors and their clients; to provide education programs that enhance knowledge and promote continuing professional growth; and to provide opportunities for connection and networking among its members for professional development.

2.3 **Prohibitions.** No part of the net earnings of the association shall be inured to the benefit of or be distributed to any member, trustees, officers, or any other private persons, 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 mission set forth above.

Article III Membership

3.1 **Types of Membership.** The association shall have (4) or more classes of members.

- (a) **Clinical Members.** Clinical members shall be licensed mental health counselors and shall have voting rights as described in Section 4.6(e).
- (b) **Affiliate Members.** Licensed Marriage and Family Therapists and Licensed Social workers and shall have voting rights as described in Section 4.6 (e).
- (c) **Associate Member,** New graduates with an associate license for social work, marriage and family therapy or mental health counseling. Graduates are working towards licensure and shall have voting rights as described in Section 4.6(e).
- (d) **Student Members.** Students members shall be students enrolled in an accredited master's or doctoral degree program related to mental health counseling or the behavioral/social sciences. Student Member shall have voting rights as described in Section 4.6(e).
- (e) **Honorary Members.** Honorary members shall consist of those persons so designed by the Board of Directors.
- (f) **Retired Members.** Retired members shall be past clinical members who have retired their practice and shall have voting rights as described in Section 4.6(e).
- (g) **Additional Classes of Members.** The Board of Directors may establish additional classes of membership voting rights, and annual dues for each such class.

3.2 **Dues.** All membership dues and payment dates shall be established by the Board of Directors on an annual basis. Memberships shall be nontransferable.

3.3 **Severance of Membership.** A member may be dropped from membership for any conduct that tends to injure the Association or to affect adversely its reputation or that is contrary to or destructive to its objectives set forth in these Bylaws and the most current version of the American Mental Health Counselors Association Code of Ethics.

Article IV Board of Directors

4.1 **Composition.** The Board of Directors shall be composed of no more than fifteen (15) members of the Association. All Directors shall be voting members of the Board.

4.2 **Election.** The election of board members shall take place annually

- (a) A nominating committee shall be appointed in accordance with provisions of Article VI, Section 1 of the By-Laws. The Nominating Committee shall solicit nominations from the Association membership, obtain acceptance from the nominees, and formulate a list of nominations of members in good standing (as defined by Article III, Section 1). The Nominating Committee shall present the list of nominees to the Board of Directors for approval and will direct the Chairperson of the Nominating Committee to ensure that each voting member is notified of the approved list of nominees at least fifteen (15) days prior to the date of the Annual Meeting.

- (b) Following the presentation of the list of nominees by the Nominating Committee at the annual meeting, nominations may be entertained from the floor. Any nominations from the floor, properly nominated and seconded and accepted by the nominee, shall be added to the list of nominees once it is determined that are a member in good standing with the association.
- (c) Voting shall be conducted by ballot to all members within 10 working days of the Annual Meeting. Members shall be required to return ballots at a time determined by the Nomination Committee for their vote to count.
- (d) The nominees receiving the largest number of votes cast shall be elected to the Board.
- (e) The results of the election shall be published by the Association for all members.
- (f) If there are vacant board positions the Board of Directors can choose to elect a member to that position outside of the annual elections. This person would then serve for the remainder of the term elected to.

4.3 Terms. Board members shall serve for a term of two years and may be re-elected for an unlimited number of terms with the exception of the office of the president. The president shall serve (1) two-year term if there is a president elect in office. At the end of their two-year term, the president elect will become president and the president will become the president emeritus. Should there not a president elect in position, the president is eligible to be re-elected as president for another two year term.

4.4 Qualifications. Directors must be members in good standing in the Association.

4.5 Powers and Functions of the Board of Directors. The management of all affairs, property, and interests of the Association shall be vested in a Board of Directors.

4.6 Meetings.

- (a) *Regular Meetings of the Board of Directors.* Regular meetings of the Board of Directors shall be held monthly at such place as the president designates. Notice of meetings shall be provided to all Board members a month in advance.
- (b) *Annual Meeting of the Membership.* The annual meeting of the members for the transaction of such business as may properly come before the meeting, shall be held each year on the dates, and at the times of the Board chooses by resolution. Notice of the time and place of the annual meeting of members shall be provided by e-mailing notice of the same, at least ten (15) days, and not more than fifty (50) days, prior to the meeting.
- (c) *Special Meetings of the Board of Directors.* Special meetings of the Board may be called by the President or any three Directors. Special meetings will be held at such time and place as specified in the notice of the meeting which shall be given to all board members. Agenda items for special meetings shall

be specific and only such business published as the agenda for that special meeting shall be transacted.

- (d) *Quorum*—Fifty-one percent (51%) of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board.
- (e) *Voting*. Members of the Board of Directors may vote in person or by conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Members with voting rights as listed in Article III may vote for the election of directors by mail or email by any other method permitted.

4.7 Actions of the Board of Directors without a meeting. Any action of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is agreed upon by all of the directors. Such consent shall have the same force and effect as a unanimous vote. All voting must be recorded in the meeting minutes.

4.8 Removal of Directors. Removal from the Board of Directors may take place as follows:

- (a) By resignation, or refusal to serve (defined as three [3] consecutive absences from Board meetings);
- (b) By death; or
- (c) By a vote of two-thirds or more of the entirety of the Board members then in office at a duly constituted meeting of the Board.

4.9 Compensation. The Board Members shall receive no compensation for their services. Board members may be reimbursed for expenses incurred in the furtherance of the association's activity, subject to compliance with the Association's most current financial policies and procedures.

Article V Officers

5.1 Officers. The officers of the Board shall consist of a President, Secretary, and Treasurer and President Elect (in the years there is one). The duties of the Secretary and Treasurer may be shared. When there is was a president elect they will also be an officer.

5.2 Election. The election of Officers may take place annually, or as necessary to fill open positions.

- (a) A Nominating Committee shall be appointed in accordance with the provisions of Article VI, Section I of these bylaws. The Nominating Committee shall solicit nominations from those currently serving on the board, obtain acceptance from the nominees, ensure that they are in good standing, and present the list of nominees to the members at least 15 days prior to the date set for election of officers, at the annual meeting.

- (b) Election of officers shall be by majority vote of the members, without recusal.
- (c) In the event that only one nominee is presented to the member for an officer positions, that nominee shall nonetheless be subject to a vote of approval by the members at the annual meeting.

5.3 Terms of Officers. President, Secretary, Treasurer shall serve for two (2) years. Terms of officers will be staggered for continuity when possible. President elect shall serve for one (1) year.

5.4 Duties of the President. The president shall be a fully licensed clinician. It shall be the duty of the President to preside at all meetings of the Board of Directors and to supervise the association's affairs between meetings of the Board. The President shall be responsible to appoint all committee chairpersons and approve committee assignments. The President shall also serve as an ex-officio member of all committees and shall be notified of all meetings. In the absence of the President or if the President is unable to act, another Board member shall perform the duties of the President, agreed upon by majority vote of the Board. When so acting, the interim President shall have all the powers of and be subject to all the restrictions upon the president.

5.5 Duties of the President-Elect. In the absence of the President or if the President is unable to act, the President-Elect shall perform the duties of the President. When so acting, the President-Elect shall have all the powers of and be subject to all the restrictions upon the president. The President-Elect shall prepare to assume the presidency by becoming familiar with the duties and responsibilities of the Association and by assisting the President in the performance of his or her duties. The President-Elect shall succeed to the Presidency upon the expiration of his or her term as President-Elect. The term of the president elect is one year.

5.6 President Emeritus. The President shall become ex-President upon the expiration of his or her term as president. Thereafter, as long as the ex-President agrees to serve on the board, he or she shall be considered President Emeritus. President Emeritus does not have voting rights and serves as a guide to the board and to provide historical context. While serving on the board as President Emeritus, the annual membership fee shall be waived.

5.7 Duties of the Secretary. The Secretary shall keep the records of the current activities of the Association and its Board of Directors, shall issue all notices of meetings in compliance with these bylaws or as required by law, and shall be custodian of the Association's corporate records. When more than one board member occupies the Secretary position, the Co-Secretaries shall develop a schedule for each calendar year in which one or both of the Co-Secretaries shall be in attendance at the board meetings and issue notices of meetings. The Co-Secretaries shall each keep a copy of all records described in this paragraph.

5.8 Duties of the Treasurer. The Treasurer shall ensure that full and accurate accounts of receipts and disbursements are kept, that all money and other valuable effects in the name and to the credit of the Association are deposited in such depositories as may be designated by the Board, and shall oversee the disbursements

of funds in accordance with the budget adopted by the Board. The Treasurer shall report regarding the finances of the Association at the regular meetings of the Board. The Treasurer shall ensure that an annual financial statement is prepared for distribution to the Board.

5.8 Appointment of the Additional Directors. The Board of Directors may create additional positions as deemed necessary to facilitate the mission of the board. These persons are employees of the Board. The Board of Directors can also decide if such persons are or are not members of the Board of Directors and therefore do or do not have voting rights.

5.9 Removal from Office. An officer may be removed at any time, with or without cause, by an affirmative vote of two-thirds or more of the entirety of the Board members then in office at a duly constituted meeting of the Board.

5.10 Vacancies. Vacancies in any of the offices occurring between annual elections shall be filled by nomination and election by the remaining members of the Board.

Article VI Committees

6.1 Creation and Authority. Committees may be created as necessary and assigned duties by the Board. The President shall appoint the chairpersons of the committees and the other committee members, taking into account their particular expertise and interest. Committee members need not, unless the Board or Bylaws require it, be Directors, but the chairpersons of committees shall be Directors. Committee members may be removed by the President. Committees shall act in accordance with these Bylaws or pursuant to specific authority granted by the resolution of the Board.

6.2 Standing Committees. There shall be standing committees which may consist of an Executive Committee, Legislative Committee, Education Committee, Membership Committee, and a Nominating Committee.

(a) Executive Committee

(a.1) **Composition.** The Committee shall consist of the President, Secretary, President Elect, and Treasurer and such other officers and/or committee chairpersons as the President shall appoint.

(a.2) **Powers and Functions.** Between Board meetings, the Executive Committee shall have the authority to act in the management of the association unless otherwise limited or prohibited by law. Said delegation of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board or the Director by law.

(a.3) **Meetings.** The Executive Committee shall meet at the discretion of the President of the Association.

(b) Legislative Committee

(b.1) The Legislative Committee shall work to increase the public's and legislature's awareness of the importance and benefits of professional counseling and shall seek to enhance and protect the profession of mental health counseling by responding to legislative issues and by establishing and maintaining cooperative relationships with legislators, legislative staff, the governor's office, and administrative agencies.

(c) Education Committee

(c.1) The Education Committee shall vet presenters for workshops, decide what topics of workshops best serve the members, plan and host workshops, and stay up to date on continuing education requirements as set for by the Washington State Department of Health.

(d) Membership Committee

(d.1) The Membership Development Committee shall have responsibility for membership recruitment and retention and for membership services.

(e) Nominating Committee

(e.1) The Nominating Committee shall be responsible for presenting a list of qualified candidates for the annual election and when there are board vacancies.

6.3 Ad Hoc Committees. There may also be Ad Hoc Committees appointed by the President. It is anticipated that Ad Hoc Committees may meet less frequently than standing committees and may be time limited or project specific. Subject to the limitation set forth in Article VI, Section 6.2 (g), the President and President-Elect shall be ex-officio members of each committee.

6.4 Vacancies. Vacancies on a committee shall be filled by the person or body authorized to appoint members of the committee.

**Article VII
Budgeting and Finances**

7.1 Fiscal Year. The fiscal year of the Association shall be from July 1 to June 30.

7.2 Annual Budget. An Annual budget for conducting the normal business of the Association shall be prepared and voted on by the Board of Directors.

7.3 Financial Statement. Monthly financial statements shall be prepared and made available to the Board of Directors.

7.4 Deposits & Disbursements. The moneys of the Association shall be deposited in the name of the Association in such financial institutions at the Board of Directors shall designate and shall be drawn out only by such manner as may be specified by resolution of the Board.

7.5 Books & Records. The Association shall keep complete books of account in accordance with generally accepted accounting principles, shall keep minutes of the proceedings of its Board of Directors, and shall keep a record listing the names and addresses of the members of the Board. All business books and records may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

7.6 Annual Financial Statement. An annual financial statement of the Association shall be made within one hundred eighty (180) days of the end of each fiscal year of the Association by an accountant approved by the Board.

7.7 Dissolution. Upon dissolution of the association, the assets shall be distributed to the American Mental Health Counselors Association, 801 North Fairfax Street, Suite 304, Alexandria, Virginia 22314.

Article VIII Indemnification of Officers, Directors, Employees, and Agents

The Association shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as an officer, employee or agent of another association, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

Article IX Non-Discrimination Policy

It shall be the operational policy of this Association not to discriminate against any person on the basis of age, disability, race, color, religion, creed, sex, or sexual orientation in the operation of its programs in employment, in election of directors and officers, or in any other aspect of its affairs.

Article X Amendment of Bylaws

9.1 Amendment. These Bylaws may be amended, repealed or replaced and new bylaws adopted by resolution which receives a vote of two-thirds or more of the of the Board of Directors then in office at a duly constituted meeting of the Board.

9.2 **Procedure.** The text of the proposed new to amended Bylaws shall be presented at the meeting prior to the meeting at which the vote is taken.

Article XI
Rules and Procedures

The rules contained in the most recent revision of *Robert's Rules of Order* shall govern the meetings of the member and the Board of Directors and in all cases where such rules are not inconsistent with law, the Articles of Incorporation, or the Bylaws.

I, the undersigned Secretary of the Association, hereby certify that the foregoing Bylaws consisting of Articles I through XI were duly adopted for the Association at a meeting of the Board of Directors on May 22nd, in the year 2020 and to become effective immediately and to amend and supersede all prior Bylaws.

Secretary