



AASCB Bylaws
Enacted April 2024

PREAMBLE

This Association is dedicated to the concept that individuals who have demonstrated competence to render counseling services are entitled to be licensed, certified, or registered as counselors by its member boards, all of which are established to foster public protection. The American Association of State Counseling Boards (AASCB) is committed to serving the counseling regulatory community by supporting initiatives that are in the best interest of the public.

ARTICLE I

Name

The name of this Association shall be the American Association of State Counseling Boards, hereinafter referred to as the Association or AASCB.

ARTICLE II

Definitions

A. Affiliates- Any professional counseling Association or organization, including but not limited to colleges, universities, or non-profit organizations, that subscribes in principle to the purposes of AASCB and pays the stated dues may apply for and may be granted affiliate status. Other types of organizations may be eligible for affiliate membership with the approval of the Board.

B. Alternate Delegate – A person appointed by a Member Board to serve in a temporary capacity in lieu of the Delegate of the Member Board. A Member Board shall notify the Association of the appointment of an Alternate Delegate prior to each event of the Association.

C. Association – American Association of State Counseling Boards.

D. Delegate- A current member of a Member Board appointed by that Member Board to represent the Member Board and have voting authority in the affairs of the Association.

E. Lifetime Member - Any person who has made exceptional contributions to the Association or to counseling licensure regulation may be designated a Lifetime Member status.

F. Member Board - Those regulatory entities which are established and empowered under the laws of a state to administer or advise programs for the registration, certification, or licensure of counselors in their respective states are eligible for voting membership in the Association and shall be referred to as Member Boards. In this context, the term State shall mean any of the states of the United States of America, the District of Columbia, and territories and insular possessions of the United States of America.

H. Officer – Any elected position on the Executive Board.

G. State Board Administrator Representative - An individual who serves in a key leadership position with a high degree of responsibility for a Member Board. A State Board Administrator Representative may only serve as an officer of the Association upon written approval of the Member Board of the jurisdiction they serve.

ARTICLE III

Purposes:

A. To facilitate communication among its Member Boards and provide a forum for the exchange of information and ideas among Member Boards concerning licensing, registration, and certification of counselors.

B. To encourage and aid collaborative efforts among Member Boards in developing standards and procedures for the regulation of counseling toward the goal of simplifying and standardizing the licensure process.

C. To represent the opinions of Member Boards in serving to protect the public in those matters related to the rendering of counseling services. Such opinions may be represented to other counseling organizations; to legislative, judicial, regulatory, or executive governmental bodies; and to other groups or Associations whose areas of interest may coincide with those of Member Boards.

D. To aid Member Boards in fulfilling statutory, professional, public, and ethical obligations in regulation.

E. To engage in and encourage research in matters related to the regulation of counseling.

F. To engage in any activities related to its purposes deemed appropriate by the Delegate Assembly of the Association.

ARTICLE IV

Membership

Section 1

Member Boards

In accordance with the Bylaws of the Association, the Board of the Association shall admit one regulatory entity from each state into voting membership in the Association as a Member Board at any time, upon receipt of appropriate written evidence that the entity conforms to the definition of Member Board and subscribes, in principle, to the purposes of the Association.

Section 2

Nonvoting Membership

Categories of nonvoting members shall include the following: Affiliates and Lifetime Members.

Section 3

Affiliates

Each Affiliate shall select a representative in such a manner and for such a term as the Affiliate elects. Affiliate representatives may provide advice and counsel to the Delegates and officers of the Association. Such Affiliate representatives will have no vote, nor shall they be eligible to be elected to office. However, representatives of affiliates may be appointed by the President to a non-voting service role.

Section 4

Lifetime Members

Lifetime Members will have no vote, nor shall they be eligible to be elected to office, unless they meet election qualifications as defined in Article VIII, Section 3. Lifetime Membership may be revoked by the Board for cause.

ARTICLE V

Dues

A. The annual dues for all active Member Boards and Affiliates shall be decided by the Board.

B. The Association, upon written request of a Member Board, may waive payment of membership dues if the state is unable to pay dues because of state statute, or inadequacy of funds. Such waiver may be granted by the President, subject to confirmation by the Delegate Assembly at its next meeting.

C. Lifetime Members shall not be required to pay dues.

D. Dues paid by Member Boards entitle each Member Board to two Delegates and

up to two Alternate Delegates. Alternate Delegates shall be seated by the Secretary of the Association, as the delegate *pro tempore*, without vote.

E. All dues of this Association shall be paid to the Executive Director on or before July 1 of each year for the next year following.

ARTICLE VI

Membership Termination

A. Voting membership in the Association may be terminated, for cause, at any time by action of the Board.

B. Voting or nonvoting membership shall be terminated for cause when so ordered by a two-thirds (2/3) majority of Delegates present and voting at any meeting of the Association at which a quorum is present. Written notice that termination is to be considered and the cause for the action shall be sent by the Secretary of the Association to all Delegates and the Member Boards not less than ninety (90) days prior to the meeting. The Member Board, Affiliate, or Lifetime Member in question shall have the opportunity to be heard, with representation by counsel, before the vote is taken.

C. A Member Board shall pay its dues by the due date established by the Board. The date shall be announced during the Delegate Assembly. Failure to pay the dues by the due date shall cause the suspension of that Member Board's Delegates' right to vote unless the dues of the Member Board are waived under ARTICLE V (B).

D. Affiliates that fail to pay their dues shall have their membership automatically terminated if such dues are not paid by ninety (90) days from the date they are due.

E. Member Boards and Affiliates that have had membership in good standing suspended or terminated or that have forfeited membership by nonpayment of dues may be reinstated by the Board of the Association upon payment of the current year's dues.

ARTICLE VII

Powers

Section 1

Legislative

The legislative powers of the Association, including the power to amend the Articles of Incorporation and the Bylaws and to specify methods of voting, are vested in the Delegate Assembly at any annual or special meeting.

Section 2

General

The Association so voting may promulgate policies and recommend procedures relative to the

regulation of counselors and to the evaluation of applicants therefor and make recommendations to regulatory agencies or counseling organizations.

ARTICLE VIII

Conflict of Interest

The Board, Committee Chairs, and Management Services contractor must avoid a conflict of interest with respect to their fiduciary responsibility and their role as a leader of the Association. When the Association leadership is deciding upon an issue about which a member has an unavoidable conflict of interest, that member shall recuse themselves from the vote. The member may recuse themselves from the deliberation when appropriate. Board Members and contractors will disclose any personal or business involvement with other organizations, with vendors, or any other entities that might pose a conflict.

ARTICLE IX

Officers

Section 1

Board

The affairs, business, government, and management of this Association shall be vested in the Board. The Board shall be empowered to make applications and accept grants and gifts from foundations, institutions, and individuals, or enter into contracts allowing it to carry out its managerial and administrative functions.

Section 2

Board Members

The Board shall consist of seven (7) members, these being the President, President-Elect, Past President, Secretary, Treasurer, a member at large, and a State Board Administrator Representative. These officers shall have full voting privileges at each meeting of the Board. In addition, the AASCB Executive Director shall be a nonvoting ad hoc member. Officers shall not vote in the Delegate Assembly unless said officer is the voting delegate of a Member Board.

Section 3

Qualifications for Election as Officers

To be qualified for election as an officer of the Association, the officer must, when elected, be a current Member Board member, a current AASCB board member, or State Board Administrator Representative of a Member Board. Officers may serve their elected terms even if their status as member of a Member Board changes after they are elected.

ARTICLE X

Elections

Section 1

Processes

Officers shall be elected following the annual business meeting of the Association using the following processes.

A. Nominations for Officers will be taken from submissions from the Nominating Committee and from the floor during the annual business meeting.

B. An electronic ballot shall be sent to all Delegates following the business meeting. Delegates shall have ten (10) days to submit their ballot.

C. If no candidate receives a majority of the fifty point one percent (50.1%) of the vote, the Delegate Assembly shall revote until a candidate receives a majority of the fifty point one percent (50.1%) vote.

D. If there are more than two candidates for an officer position and a nominee does not receive a majority vote of the fifty point one percent (50.1%), the two candidates with the most votes shall move forward to the next ballot and the Delegate Assembly will revote until a candidate receives a majority of the fifty point one percent (50.1%) vote.

1. If there is a tie for first place votes, only those candidates will move forward in the ballot.

2. If there is a tie vote for the second most number of votes in the race, the first place candidate and all those receiving equal number of votes for second place shall be included on the next ballot.

Section 2

Responsibilities of Nominees

A. Nominees are to conduct their campaign in the spirit of fairness and respect, and with decorum. Nominees may submit the following documents to the Chair of the Nominating Committee for distribution to the delegates. No other paper, email, giveaways, or other campaigning information shall be distributed to delegates.

1. Candidate's Speech: Each candidate shall deliver a speech less than 5 minutes in length related to their qualifications and goals at the annual business meeting. No endorsements by the Association or delegates shall be made.

2. Statement of Candidacy: A candidate may submit copies of a one page Candidate's Statement of Qualification and Goals to the Chair of the Nominating Committee or their designee on the day of the speech for distribution to the delegates. Only a photograph of the nominee may be placed on the copy. No other graphics may be used. Summaries of candidates nominated from the floor will be distributed as soon as possible to the delegates following receipt of such statement from the nominee.

B. Violation of these responsibilities shall be reviewed by the Nominations Committee and recommendations are made to the Board. Decisions may include but are not limited to withdrawal from nomination. Any decisions of the Board regarding such violations are considered final.

Section 3

The Nominating Committee

The Chair of the Nominating Committee shall be the immediate Past-President who shall appoint as least two additional committee members who represent a broad view of the Association and are not candidates. Responsibilities of the Nominating Committee include:

- A. Work with the Board to announce elections in advance, distribute policies and procedures, prepare a slate of officers, and promote the nomination process;
- B. Conduct nominations at the business meeting in accordance with policies and procedures;
- C. Conduct the election process and report votes to the Executive Director;
- D. Notify all delegates of any changes in procedures, events or any candidate's status;
- E. Assure that all voting delegates have signed in according to procedure prior to voting;
- F. Assure all ballots indicate the name and home state of the nominee;
- G. Collect and count ballots only from delegates and certify election results; and
- H. Secure the ballots and campaign information for a minimum of 60 days.

Section 4

Terms of Office

A. The regular term of all officers shall commence on July 1. All officers shall serve as specified in these Bylaws until a successor is elected and qualified, subject to restrictions found in these Bylaws.

B. The President-Elect shall be elected annually to serve a term of one (1) year and shall succeed to the Office of President for one (1) year following and to the office of Past President for the next succeeding one (1) year.

C. The Secretary shall be elected on even numbered years to serve a term of two (2) years.

D. The Treasurer shall be elected on odd numbered years to serve a term of two (2)

years.

E. The State Board Administrator Representative shall be elected on even numbered years to serve a term of two (2) years.

F. The initial member at large shall be elected during a special meeting after the position is created in these by-laws and will serve until the next odd numbered year elections. If the initial term is less than two years, it shall not count as a term in determining the consecutive terms the person has served. After the initial election of the position, the member at large shall be elected on odd numbered years to serve a term of two (2) years.

G. Officers may be elected to succeed themselves but may serve no more than two (2) consecutive terms in the same office. For the purposes of this paragraph only, President-Elect, President, and Past President are considered one office.

H. No officer shall hold more than one office at any one time.

Section 5

Vacancies

A. In the event a vacancy occurs for any reason before the expiration of the term of President, said office shall be filled by the President-Elect who shall serve as President the remainder of the predecessor's term and the term for which elected.

B. In the event a vacancy occurs in the office of President-Elect, the remainder of that one year in office shall be filled by a qualified person appointed by the President and ratified by the Executive Board. If the President is not then serving an unexpired term of a predecessor, a President and a President-Elect will be elected at the next annual business meeting.

C. In the event a vacancy occurs in the offices of Past President, Secretary, Treasurer, the office shall be filled by a qualified person appointed by the President. Any such appointed officer shall serve the remainder of the term of office of the predecessor.

D. In the event of a vacancy that occurs for the office of the State Board Administrator Representative, the office shall be filled by a qualified person appointed by the President, as Representative. Any such appointed officer shall serve the remainder of the term of office of the predecessor.

ARTICLE XI

Duties and Powers

Section 1

Officers

In addition to the duties and powers provided in these Bylaws, the officers of the Association shall have the following powers:

A. The President shall preside at all meetings and gatherings of the Association and of the Board, subject to the directives of the Association and of the Board; the President may represent the Association, appoint m, authorize expenditures, and perform such other duties as required to carry out the policies and serve the purposes of the Association. In addition, the President shall appoint a parliamentarian to preside over all meetings of the Association.

B. The President-Elect shall assist the President in the discharge of presidential duties, shall officiate for the President during an absence or incapacity or at the President's request, assist the President with conference preparations, and perform such other duties as may be directed by the President and/or the Board.

C. The Past President shall assist the President in the discharge of presidential duties, shall serve as Chair of the Nominating Committee, and perform such other duties as directed by the President and/or Board.

D. The Secretary shall record minutes of all proceedings of the Association and of the Board. All minutes shall be distributed to the Board within 30 days of all proceedings. In addition, the secretary shall perform such other duties as may be directed by the President and/or the Board.

E. The Treasurer shall authorize the disbursement of Association funds; assist the Executive Director in the preparation of the annual budget; oversee the financial reporting, and perform such other duties as may be directed by the President and/or the Board.

F. The State Board Administrator Representative shall be a staff member of the licensing board and represent the concerns of the State Board Administrators' Group and perform such other duties as may be directed by the President and/or the Board.

G. The Member at large shall perform such duties as directed by the President or Board.

Section 2

Executive Director

A. The Association, at the recommendation of the Board, may employ an Executive Director who shall provide Central Office services.

B. The Executive Director will perform duties outlined in the management services agreement.

Section 3

Board Meetings

A. The Board shall meet at the call of the President.

B. The President must call a meeting of the Board within ninety (90) days after receiving a written request for a meeting from two (2) or more members of the Board.

C. Four (4) members of the Board shall constitute a quorum.

Section 4

Removal of Board Members

An officer may be removed from office prior to the end of that person's term by majority vote of the Board.

ARTICLE XII

Membership Meetings

Section 1

Annual Business Meeting

The Association shall hold an annual business meeting for the Delegate Assembly to conduct business. The business meeting may be in conjunction with the annual conference or may be held separately by means of the internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

Section 2

Delegate Assembly

The affairs of the Association shall be governed by a Delegate Assembly comprised of two Delegates representing each of the Member Boards.

Section 3

Special Meetings

Special meetings of the Delegate Assembly may be called by the President at any time with the approval of a majority of the Board. Special Meetings may be held through by means of the internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

Section 4

Notices

Notices of all annual meetings and special meetings shall be posted on the website and disseminated via the list serve to the Member Boards not less than ninety (90) days prior to the meeting date.

Section 5
Delegates

Each Member Board shall be represented in the affairs of the Association by two Delegates chosen by the Member Board. An officer of the Association may also serve as a Delegate. The Delegate shall be seated by the Secretary of the Association at any time upon receipt of appropriate credentials from the Member Board and shall serve until replaced by action of the Member Board. Each Member Board shall have two votes in the Delegate Assembly. In the event only one delegate is present, that delegate may cast two votes.

Section 6
Alternate Delegates

Each Member Board may name an Alternate Delegate who may attend meetings of the Association and participate in its deliberations without vote. The Alternate Delegate may be chosen by the Member Board in such manner and for such terms of office as the Member Board elects. In the absence of a Delegate, an Alternate Delegate shall be seated by the Secretary of the Association as the Delegate *pro tempore*, without vote.

Section 7
Quorum

A. The Annual Business Meeting shall require Delegates from fifty (50) percent plus one (1) of the Member Boards to establish a quorum.

B. In the absence of a quorum, those in attendance may proceed with the business of the Annual Business Meeting but any action taken will become official only after an electronic ballot in which the action is ratified by a majority of all Delegates.

C. Special Meetings shall require Delegates from two thirds (2/3) of the Member Boards to establish a quorum.

Section 8
Conduct of Meetings

In the absence of any provisions in the Articles of Incorporation and/or these Bylaws to the contrary, all meetings of the Delegate Assembly, of the Board, and of any other committee created by the Association shall be governed by the parliamentary rules and usages contained in the then current edition of Robert's Rules of Order.

ARTICLE XIII
Committees

Section 1
Authorization

A. Such committees as are necessary to carry out the functions of the Association may be created by the Delegate Assembly at any meeting, by the Board, or by the President.

B. All committee chairs and members shall be appointed by the incoming President and committee chairs and members shall be appointed by the incoming President. Committee chairs and members shall serve until June 30th of the following year unless the President has declared the committee dissolved.

C. The chairperson of a committee serves at the pleasure of the President.

D. Members of committees may include representatives of Member Boards or Affiliates, but must include at least one member of the Board.

Section 2

Committee Functions

A. Such committees shall address the charges given to them by the Association, the Board, or the President.

B. Each committee shall report back to the Board upon completion of its charges and at such other interim times as may be directed by the President or the Board.

Section 3

Permanent Committees

A. The following committees are permanently established:

1. Finance
2. Nominating
3. Bylaws
4. Research and Policy
5. Annual Conference

ARTICLE XIV

Amendments

A. These Bylaws may be amended as part of the Annual Business Meeting at which a quorum is present. Amendments require a two-thirds (2/3) majority vote to be adopted.

B. If a quorum cannot be established at the Annual Business Meeting, the Bylaws may be amended by an electronic or virtual vote and require a two-thirds (2/3) majority vote of

Member Boards.

C. These Bylaws may be amended provided that any proposed amendment shall have been transmitted in writing by the Secretary of the Association to all Delegates and to all Member Boards not less than thirty (30) days prior to the meeting at which it is to be acted upon.

D. These Bylaws may be amended at the Annual Business Meeting without previous notice by ninety (90%) percent of all Delegates present and voting, providing the proposed amendment has been distributed in formal written form at the opening business meeting of the Association's annual conference after the seating of the Delegates.

E. Amendments may be proposed by any officer, Delegate, or Alternate Delegate whose proposal is submitted in writing to the Secretary of the Association.

F. All Bylaw changes approved by the Delegates become effective ninety (90) days from the vote unless otherwise specified.