

**SOUTHERN ASSOCIATION FOR
COUNSELOR EDUCATION AND SUPERVISION
BY-LAWS
Revised October 29, 2010
Effective July1, 2011**

ARTICLE I
Name and Purpose

Section 1. Name. The name of the Association shall be the Southern Association for Counselor Education and Supervision (SACES), a regional entity of the Association for Counselor Education and Supervision (ACES), which is a division of the American Counseling Association (ACA).

Section 2. Affiliation. This Association is organized and governed in accordance with the By-laws of ACES.

Section 3. Purpose. The general purpose of the Association shall be to strengthen counselor education and supervision. It shall be means for providing improved communication among members of the Association, for advancing knowledge in the academic fields of the behavioral sciences, and for assisting in improving competency both for members and for those counselors with whom the members are working or will work. It shall be concerned with knowledge, skills, and research which touch upon all aspects of the profession of counseling and supervision at all levels. (The Association is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) of the Internal Revenue Code of 1954, i.e., Articles of Incorporation).

ARTICLE II
Membership

Section 1. Types of Membership. This Association shall consist of three types of membership: Regular, Student, and Retired. Special memberships may be established upon recommendation of the Executive Committee and subsequent ratification by the General Assembly.

Section 2. Privileges of Membership.

- (a) Regular members shall have all the rights and privileges normally accorded members of a scientific, educational, and professional association, including the right to vote and hold elective office.
- (b) Student members shall have all the rights and privileges accorded regular members as long as they meet the criteria the Association prescribes for student membership.
- (c) Members in retirement shall be entitled to reduced annual dues and shall maintain all the privileges of regular members.

Section 3. Requirements for Membership.

- (a) To be eligible for regular membership, a person must be a member of ACES.

- (b) To be eligible for regular membership, a person must meet the following requirements and those of sub-section (c):
- (1) be on the faculty of or affiliated with a college or university and be regularly engaged in the professional preparation of professional counselors or college student development workers; or
 - (2) be regularly engaged in performing the duties of a local, state or national supervisor of counselors or counselors in training
 - (3) be otherwise regularly engaged in the professional leadership direction, coordination, or supervision of state qualified counselors or other qualified professional guidance or student development workers. The term "regularly engaged" shall mean that the specified professional activity constitutes a significant and continuing aspect of the individual's professional work in accordance with criteria approved by the Executive Committee.
- (c) In addition to meeting the requirements of sub-section (b) a person to be eligible for regular membership must be a recipient of a graduate degree conferred by a graduate school of recognized standing based in part upon coursework providing preparation for performing the duties in sub-section (b) of this section.
- (d) To be eligible for student membership, a person shall be eligible for student membership in ACES, and shall be actively enrolled in a graduate program leading to a graduate degree as described in (c) above.
- (e) To be eligible for retired membership, a person shall have been a regular member of ACES and currently be in state of retirement from the profession of counselor education and supervision.
- (f) A regular member may retain this status as long as the member maintains continuous membership in ACES. Any regular member whose membership is severed in accordance with Section 5 of this article and who applies for reinstatement as a regular member shall be required to meet, at the time of the member's reinstatement, the current membership requirements.

Section 4. Procedure. The Executive Committee shall prescribe the forms and procedures to be used in approving applications for membership in accordance with policies established by SACES.

Section 5. Severance.

- (a) Failure to pay dues as prescribed by the Association shall be interpreted as withdrawal from membership. Reinstatement shall be by renewed application and payment of dues.
- (b) Any member who is found guilty of conduct that tends to injure the Association or to affect adversely its reputation or that is contrary to or destructive to the By-laws and Code of Ethics of the Association and its parent organizations. (See Article V, Section 2 below.)

Section 6. Reinstatement. A former member may be reinstated to the appropriate category upon payment of dues and assessments that are levied on the current membership at the time of reinstatement.

ARTICLE III
Meetings of the Association

Section 1. Business Year. The official business of the Association shall be conducted from convention to convention; such business coinciding with the fiscal year (July 1 - June 30) of ACA/ACES with respect to necessary reporting to the parent organization. The President-elect should appoint committees to report at the convention at which he/she is president.

Section 2. Annual Meetings. Meetings of the Association will be held at times and places to be determined by the Executive Committee upon recommendation of the Convention Committee. When possible on even years, a central location that can accommodate the convention shall be selected for its accessibility to the membership. The annual meeting must be held at least one month prior to the annual meeting of the Association for Counselor Education and Supervision.

Section 3. Special Sessions. The President may, with the approval of the Executive Committee, call additional meetings of the Association when necessary.

ARTICLE IV
Officers

Section 1. Officers. The officers of the Association shall be President, President-Elect, Immediate Past-President, Secretary, and Treasurer. Elected officials shall serve a term of one year. The President and the secretary are elected officials; the Treasurer is appointed by the President. All elected officers of the Association shall be voting members of ACES.

Section 2. The President. The President shall be the chief executive officer of the Association and chairperson of its Executive Committee. The President shall appoint the Treasurer of the Association. The President will hold ex-officio membership on all committees, and shall serve as a representative of the Association to the appropriate body of ACES. The President will report annually to the Association upon actions of ACES and other items of concern to the members.

Section 3. Immediate Past-President. The Immediate Past-President shall serve as Chairperson of the Nominations and Elections Committee and serve on the Executive Committee of the Association. The Immediate Past-President shall also serve as chairperson of the Research and Practice Grants Committee.

Section 4. The President-Elect. The President-Elect shall make a three-year commitment to SACES. The President-Elect shall assume the following responsibilities: (a) chair of the SACES Conference Program Committee following her/his election (during years in which a SACES conference is held); (b) appoint chairpersons and members of all committees unless otherwise specifically provided for in these By-laws or by motion establishing such committees for the term in which the President-Elect shall be President, and (c) shall act as president at all Association or Executive Committee meetings in the absence of the President. During the second year, this person shall succeed to the presidency at the expiration of the term as President-Elect. During the third-year, this person shall assume the responsibilities delineated in the By-Laws for the Immediate Past-President.

Section 5. The Secretary. The Secretary shall keep records of the current activities of the Association, the Executive Committee, and shall receive and keep records of the General Assembly business meetings and shall perform other duties as assigned by the President. Between the time of being elected and assuming office, the Secretary shall become familiar with the responsibilities of the office and establish a working relationship with the President-Elect and current Secretary. The Secretary shall also be responsible for

monitoring contact information of State ACES Presidents and for informing them of any scheduled meetings throughout the year.

Section 6. The Treasurer. The Treasurer shall have custody of all funds and other properties belonging to the Association. This person shall deposit all funds of the Association into such bank or banks as the Executive Committee shall direct. This person shall have the authority to sign checks and drafts on behalf of the Association for the disbursement of funds for duly authorized purposes. The Executive Committee, shall from time to time prescribe methods and procedures for authorizing the expenditure or and the accounting for such funds. The Treasurer shall assume responsibilities as chairperson of the Budget and Finance Committee. The Treasurer shall obtain personal liability bonding, which shall be paid for by the Association, subject to approval by the Executive Committee.

ARTICLE V

The Executive Committee, the Advisory Council of State Presidents, and the General Assembly

Section 1. Membership of the Executive Committee. The Executive Committee shall be comprised of the President, President-Elect, Immediate Past-President, Secretary, and Treasurer.

Section 2. Function of the Executive Committee. The Executive Committee shall be the agency through which the general administration and executive functions of the Association shall be carried out. It shall conduct, manage, and be responsible to the membership for the business of the Association between official meetings of the Association. All Executive Committee actions, other than those involving charges of ethical misconduct, will be ratified at the annual business meeting following the action. (See Article V, Section 3.)

The SACES Executive Committee shall forward any charges brought against any member to the Chair of the ACA Ethics Committee for processing.

Section 3. Membership of the Advisory Council of State Presidents. All Presidents of State Divisions of ACES in the SACES region or their designee shall be members of the Advisory Council of State Presidents. Each state shall submit the names, addresses, and phone numbers of its state president or the state president's official designee to the Secretary of SACES annually, on or before August 1.

Section 4. Functions of the Advisory Council of State Presidents. The function of the Advisory Council of State Presidents is to serve as the agency through which the Executive Committee or the President maintains liaison with members of the Association throughout the year.

- (a) The Advisory Council will be convened early during the annual meeting of the Association to preview and add to the Executive Committee's agenda.
- (b) The Advisory Council may be consulted by the President or the Executive Committee on matters that effect the Association throughout the year.
- (c) The Advisory Council may suggest issues and/or concerns to the President or the Executive Committee for the good of the cause.
- (d) The Advisory Council may recommend Committee Chairpersons and Committee members for SACES standing and special committees.
- (e) The members of the Advisory Committee shall assist with communication between the President and Executive Committee and the membership.

Section 5. Membership of the General Assembly. All members of the Association attending the Annual Meeting or any Special Session of the Association will act as a committee of the whole.

Section 6. Functions of the General Assembly. The General Assembly shall ratify, modify, or negate all actions of the Executive Committee since the most recent Annual Meeting. Any member present shall have one vote and all action taken by this assembly while in session, shall represent action of the Association and shall be binding unless altered or negated by subsequent meetings of the General Assembly.

ARTICLE VI

Committees and Interest Networks

Section 1. Standing Committees. There shall be standing committees of the Association as follows:

- (a) Awards Committee
- (b) Budget and Finance Committee
- (c) By-laws and Resolutions Committee
- (d) Convention Committee
- (e) Graduate Student Committee
- (f) Media Committee
- (g) Membership Committee
- (h) Nominations and Elections Committee

Section 2. Standing Committee Functions. The standing committees are those committees constituted to perform a continuing function essential to the ongoing organizational structure of the Association, and remain in existence for the life of the Association. Standing committees can only be changed in the By-laws of the Association.

Section 3. Committee Functions. The functions, composition, and formal reporting procedures of standing committees are delineated in the SACES Operational Manual.

Section 4. Special Committees. Special committees may be authorized by mandate of the Association or by the Executive Committee with the concurrence of the General Assembly. Such committees shall continue for not more than two years unless otherwise specified in the motions establishing such committees. Functions and reporting procedures are delineated in the SACES Operational Manual.

Section 5. Terms of Chairpersons. Chairpersons may be re-appointed to succeed themselves for an additional year unless otherwise specified by these By-laws. Committee chairpersons' terms shall coincide with the term of office of the elected officials.

Section 6. Interest Network. Interest networks may be authorized by the Executive Committee. Such networks identified by professional interest areas shall exist as long as there is a need and may be deactivated by the Executive Council. Chairpersons shall serve for a period of one year, but may be re-appointed if such action is deemed to be in the best interest of the Association. Chairpersons must be a

regular member of SACES and shall be appointed by the SACES President-Elect. Functions and formal reporting procedures are delineated in the SACES Operational Manual.

ARTICLE VII

Dues

Section 1. Dues. In addition to the allocation received from the Association for Counselor Education and Supervision, the Southern Association for Counselor Education and Supervision may assess additional dues as indicated in Section 2 of this article.

Section 2. Assessments. The Executive Committee, in accordance with the By-laws shall set annual dues.

- (a) The Executive Committee shall not establish any increase in Association dues unless such action is ratified by 2/3 majority of the members voting at a scheduled meeting of the General Assembly.

ARTICLE VIII

Election of Officers

Section 1. Nominees. The Nominations and Elections Committee shall prepare an official slate of nominees for the position of Secretary and President-Elect. This committee shall take into consideration qualifications for office, the nominee's field of interest, and the nominee's consent. The Executive Committee shall approve the final ballot to be presented to the membership.

Section 2. Presentation of the Slate. The slate of nominees prepared by this committee, and approved by the Executive Committee, shall be presented to the membership electronically or via postal mail at least 30 days in advance of the regional SACES convention and the national ACES convention, whichever shall be held that year. The ballot shall list all n nominees advanced by the Executive Committee and also allow for members to write-in a candidate of their choosing. Voting may take place via electronic means which are sufficiently secure, allow for only one vote per member, and provide for a secure ballot, as determined by the Executive Council. Voting shall remain open until it is declared closed by the presiding officer at the SACES business meeting. Members who desire a postal ballot must make that request within five business days of the slate being announced, to allow time for a paper ballot to be delivered and returned no less than one week before the convention opens.

Section 3. Absentee Ballots. Repealed. [Electronic voting should negate the need for absentee ballots.]

Section 4. Reporting of Ballot Results. Officers are elected by a plurality of the eligible members who voted. The chair of the Nominations and Elections Committee shall be responsible for tabulating and reporting the results of the election to the membership. During years in which there is a SACES regional conference, the results will be announced at the conference in addition to being published in the SACES newsletter after the conference. During years in which there is no SACES conference, the voting results will be announced at the SACES meeting at the ACES conference and through publication in the SACES newsletter.

Section 5. Recount. Any nominee may request that a formal recount of ballots take place following the report of balloting results.

Section 6. Assumption of Duties. Officers so elected shall assume the duties of their offices on July 1 following their election.

Section 7. Vacancies in Unexpired Terms. In case of vacancy in the office of President, the President-Elect shall succeed to the President's unexpired term and continue through the term for which elected. In case of vacancy in any of the other offices, the Executive Committee shall have the power to fill the vacancy until the next regular election.

ARTICLE IX
Conduct of Business

Section 1. Special Proceedings. The Constitution of the Association for Counselor Education and Supervision (ACES) shall govern the proceedings of this Association not otherwise specified in the By-laws.

Section 2. Quorum.

- (a) The business of the Association at its business meetings shall be conducted by those members present and attending.
- (b) A quorum for conducting business of the Executive Committee shall be a majority of the authorized membership.

Section 3. Agendas. The Executive Committee shall publish an agenda for the general meeting in cooperation with the Convention Committee. This agenda shall include the slate of nominees. Special communications regarding business of the Executive Committee shall be communicated throughout the year to the general members through the Association newsletter.

ARTICLE X
Indemnification

Section 1. Indemnification of Officers. The Association shall indemnify each member of its Executive Committee (Article V, Section 2), each member of the Advisory Council of State Presidents (Article V, Section 3), and each member of each standing Committee or their agents for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these By-laws, in a manner and to the extent permitted by law.

Section 2. Indemnification Limitations. The Association shall indemnify each of its Executive Committee members, committee members, and their agents from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney fees, actually and necessarily incurred or imposed as a result of such action or proceeding, or any appeal therein, imposed upon or asserted against that person by reason of being or having such a committee member. The Association shall indemnify any delegate or officer or agent acting within the scope of official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided that this person acted in good faith for a purpose which he or she reasonably believed to be in the best interest of the Association. In the case of a criminal action or proceeding that person shall have had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Executive Committee action (1) by a quorum consisting of Committee members who are not parties to such action or proceeding upon a finding that; or (2) if a quorum as described in (1) is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that, the Executive Committee member, committee member, or agent has met the foregoing applicable standard of conduct. If the

foregoing determination is to be made by the Executive Committee, it may rely, as to all questions of law, on the advice of independent legal counsel.

Section 3. Rights of the Indemnified. Every reference herein to a member of the Executive Committee, or committee member or agent of the Association shall include every Executive Committee member, and committee member or agent thereof or former Executive Committee member, and committee member and agent thereof. This indemnification shall apply to all judgments, fines, amounts in settlement, and reasonable expenses described above whether arising, allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which any Executive Committee member, committee member or agent of the Association might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE XI
Bylaws

Section 1. Amendments. These bylaws may be amended from time to time as follows:

- (a) The Executive Committee may propose amendments for approval by the Association.
- (b) Proposed amendments may be submitted to the Executive Committee upon petition signed by at least 25 voting members of the Association.
- (c) At least 30 days prior to the vote, the proposed amendments and Executive Committee's recommendation shall be reported in the SACES Newsletter.
- (d) Proposed amendments shall be acted upon by the Association by the affirmative vote of at least two-thirds of the members voting by mail or controlled electronic ballot, provided that the proposed amendment shall have been presented in the SACES newsletter along with the Executive Committee's recommendation and the Committee's rationale for such recommendation.
- (e) The Association may, by action at a scheduled annual meeting provide that a proposed amendment, not supported by the Executive Committee, be submitted for approval by mail ballot in accordance with (d) above.

ARTICLE XII
Adoption

Section 1. Ratification. These by-laws revisions, having been submitted to the membership by electronic mail, and passed on January 29, 2011, and became effective July 1, 2011.