



## Wisconsin Counseling Association

### Articles and Bylaws

#### Article I

##### Name, Identity, and Mission

**Section 1. Name.** The name of the Association shall be the Wisconsin Counseling Association hereinafter referred to as the Association, WCA, or the Wisconsin Counseling Association. The name of the Association or its accepted acronym, WCA, shall not be used by organizations, individuals, or agencies without the approval of the WCA Board.

**Section 2. Purposes.** The purposes of WCA shall be consistent with the purposes of the American Counseling Association (ACA).

**Section 3. Bylaws.** The Articles and Bylaws of WCA shall not be in conflict with the Bylaws of ACA.

**Section 4. Office.** The Association shall not maintain an administrative office rather all correspondence will go to a Post Office Box held by the Association and will be under the responsibilities of the chosen board members. The P.O. Box location will be posted on the WCA website.

#### Article II

##### Membership

**Section 1. Division Membership.** Association members may apply for membership in one or more Divisions if in existence by meeting Division qualifications and by payment of the Division membership fee.

**Section 2. WCA Membership Requirement for Division Membership.** Membership in WCA is not required for membership in any Division.

### **Section 3. Dues.**

- (a) *Billing.* Billing shall be on an annual basis determined by the time of joining.
- (b) *Collection.* Association dues will be collected at the time of joining WCA or renewal of membership to WCA (internet transaction or mailed payment).
- (c) The membership commencement date for new members will be the day they sign up for membership on the website.
- (d) Membership commencement date for renewal members will be 366 days from the date they joined provided they renew prior to or within 30 days following their renewal date. If a former member submits valid payment for their renewal dues more than 30 days past their renewal date, their renewal date will be established in the same manner as a new member.

**Section 4. Severance of Membership.** A member shall be dropped from membership of WCA for nonpayment of dues. In addition, a member will be dropped from WCA membership if that member has been proven guilty of violating ACA ethical standards and/or has had their professional licenses revoked or suspended.

## **Article III Officers of the Association**

### **Section 1. Duties and Powers of the President.**

- (a) The President shall, in coordination with secretary as stated in the WCA bylaws, prepare for each WCA Board meeting, as well as for any meeting held during the president's appointment.
- (b) The President shall act as an official representative of the Association at national, regional, state, and local activities at which WCA's representation is requested or required.
- (c) The Past President shall provide for an audit of the Association's books, the annual convention statement, and other records.
- (d) The President shall vote at WCA Board meetings only to break ties.

### **Section 2. Duties and Powers of the President-Elect.**

- (a) The President-Elect shall be an official representative of the Association whenever the President cannot be present.

(b) The President-Elect shall be an ex-officio member without vote on all committees.

(c) The President-Elect, before taking office as President, can appoint a Secretary and Treasurer.

### **Section 3. Duties and Powers of the Past President**

(a) The Past President shall chair the Nominations and Elections process and may form a committee if necessary.

(b) The Past President shall be the Historian of the Association.

(c) The Past President and the Immediate Past President shall be an Advisor to the President and the WCA Board.

(d) The Past President shall encourage and assist with nominations for the annual ACA awards and be responsible for nominations for the ACA Branch awards.

(e) The Past President will arrange to have the taxes, audit, and any other required filings for his or her presidential year completed and filed within the appropriate deadlines.

### **Section 4. Duties and Powers of the Treasurer.**

(a) The Treasurer shall verify records of each transaction.

(b) The Treasurer shall verify the reconciliation of the checking account monthly.

(c) The Treasurer shall review an itemized written statement of the financial status of the Association for each meeting of the WCA Board.

(d) The Treasurer shall act as Chairperson of the Financial Affairs Committee when there is an active need to form a committee.

(e) The fiscal year runs from July 1 to June 30 of the following year. The Treasurer shall submit a final, audited report at the WCA Board/Transition meeting when the fiscal year is completed. The records will be archived with the Past President and association records (transferred to a new Treasurer every third year or when necessary).

(f) All payments shall be signed either by the Treasurer or the President after receipt of a voucher with the appropriate receipts attached to the voucher. Neither the President nor the Treasurer may sign a voucher or a check made out to themselves.

(g) The WCA Treasurer is the treasurer for the annual WCA Conference and any events that are sponsored by the WCA.

(h) The Treasurer is appointed by a President-elect to serve for his or her Presidential term and the following two years which can be extended via discretion of the WCA Board.

### **Section 5. Duties and Powers of the Secretary.**

(a) The Secretary shall conduct all official correspondence.

(b) The secretary will be appointed by the President-Elect to serve during his or her presidential term if the previous secretary has served out his or her three years prior to the President-Elect taking office of the President. Term may be extended via discretion of the WCA Board.

(c) The Secretary will distribute an e-mail call for agenda items at least 1 week prior to a Board meeting and prepare a preliminary agenda to be reviewed by the President. Once approved by the President, the secretary will distribute the agenda and Board meeting information to the entire Board.

(d) The Secretary shall take minutes of the WCA Board meetings and forward a draft of minutes to the President-Elect for review before they are distributed via e-mail to all Board members and archived appropriately. Minutes should be completed and distributed within one week of a WCA Board meeting. Minutes will need to be reviewed and accepted at the beginning of each board meeting. The secretary will make any changes as suggested by the members that were in attendance.

### **Section 6. Vacancies.**

The President, subject to ratification by the WCA Board, shall have the power to fill a vacant office until a successor is duly elected at the next regularly scheduled election if the new officer does not want to continue. Should the Presidency become vacant, the President-Elect shall assume the office and an election will be held within a 60-day time period from the aforementioned vacancy to fill the President-Elect's position and both individuals may complete the vacant terms and their duly elected terms.

### **Section 7. Removal of Officers**

In the event there is cause to consider removing an officer for not meeting responsibilities of the office, the President (unless the officer in question is the President, in which case the Past President shall preside) shall take the following steps:

(a) Consult with the officer in question.

(b) Allow the officer to resign if present responsibilities preclude continuing on the WCA Board, or ask the officer to resign if necessary.

(c) If an officer refuses to resign after being asked, the WCA Board will make a decision by quorum vote.

(d) After the officer has been removed, the President or Past President will appoint a replacement subject to the approval of the WCA Board.

## **Article IV WCA Board**

**Section 1. Officers.** All officers elected or appointed, except the Secretary and the Treasurer, have voting power on the WCA Board.

**Section 2. WCA Board.**

(a) The WCA Board shall consist of the President, President-Elect, Past President, Treasurer, Secretary, Membership Chair, Conference Chair, Advocacy Chair, and Professional Development & Ethics Chair.

(b) The WCA Board shall function primarily to address those issues which are necessary for the efficient operation of WCA where the time requirements necessitate immediate action. All actions and activities of the WCA Board shall be communicated to the WCA Board through minutes which are to be transmitted within 7 working days of a WCA Board meeting.

(c) The WCA Board shall meet in-person four times per year. Other meetings may be called when deemed necessary by the President or the WCA Board and such additional meetings may be held electronically in a distant format.

**Series of Policies and Procedures.**

4.2.1 All actions and activities of the WCA Board shall be communicated to the WCA Board through approved minutes which are to be transmitted within 7 days of a WCA Board meeting.

4.2.2 WCA Board members receive a certificate for a minimum of 6 CEs per year for participation in the WCA Board.

4.2.3 WCA Board members are encouraged to attend and present at ACA Midwest regional meetings. Within the allotted budget, the WCA Board will determine who will attend the Midwest meeting. Registration fees, travel expenses, including round trip mileage at a rate determined by the Finance Committee, and 50% or more for room expenses will be reimbursed by WCA when financially available.

**Section 3. Removal of WCA Board Members.** In the event there is cause to consider removing a WCA Board member for not meeting WCA Board responsibilities, the President shall take the following steps:

- (a) Consult with the member involved.
- (b) Allow the member to resign if present responsibilities preclude continuing on the WCA Board, or ask the member to resign if necessary.
- (c) If a member refuses to resign after being asked, the WCA Board will make a decision subject to the approval of the WCA Board.
- (d) After the member has been removed, the President, will appoint a replacement subject to the approval of the WCA Board.
- (e) Divisions and Chapters have the first right to appoint their own replacement representatives.

## **Article V Divisions**

### **Section 1. Membership.**

- (a) At least 25 of the original petitioning individuals to establish a Division must be members of WCA.
- (b) A minimum of 25 WCA members must belong to a Division in any given fiscal year for it to retain its status. Should any Division not bring its membership to the minimum in the next fiscal year, it may be dissolved.
- (c) The President shall notify any Division falling below 25 members that it is in jeopardy of losing its Division status and that it has one year to re-establish the minimum level.

### **Section 2. Formation.**

Any group of 25 individuals may petition the President for Division consideration including the names of the petitioners, verification of WCA membership, names of officers, name of Division, bylaws, and mission statement. The President shall then present the petition to the WCA Board for consideration. The petition for Division shall mirror APA bylaws.

### **Series of Policies and Procedures.**

- 5.2.1 The WCA Director must be notified of the existence of a Division's checking account before dues will be transferred to the Division.

5.2.2 Divisions receive monthly updates regarding membership renewals, new members, types of members, and dues allocations.

**Section 3. Reports.** Each year at the WCA Board/Transition meeting, WCA Divisions shall submit a report which will include the names of its officers, its current membership number, and a summary of the year's activities. This report may be transmitted electronically.

**Section 4. Representatives.**

(a) Each Division is entitled to one representative, who may be the President, a representative appointed by the President, or a separately elected individual.

(b) Each Division shall be entitled to one vote on the WCA Board.

(c) If a Division does not name a representative to the WCA Board, that Division will be declared inactive for that governance year.

**Section 5. Renewal.** Active Division status shall be renewed annually at the transition meeting based on certification by the Division President to the WCA President that there are a minimum of 25 members, 25 of whom are WCA members, and that the Division continues to function. Lacking this, a Division shall be placed on inactive status.

**Section 6. Voluntary Withdrawal**

(a) No Division of WCA may affect its voluntary withdrawal from the Association.

(b) Division will be up for withdrawal from WCA if their mission conflicts with that of WCA and ACA.

(c) A Division shall be given written notice of WCA's intent to withdraw it by registered mail, addressed to the President of the Division in which an effective date of proposed withdrawal is specified, which shall not be earlier than six calendar months following the month in which such written notice is received by the President of the Division.

(d) A referendum shall be conducted jointly by the Division and the Association on the question of the proposed withdrawal. Costs for the referendum shall be paid by the Division. The referendum shall be held at any time not less than 60 days or more than 180 days following receipt of the notice of the Division's withdrawal notice. Each member in good standing of the Division and the WCA shall, by written or electronic ballot, have the opportunity to vote as to whether or not he/she wishes to have the Division withdraw from the Association. All ballots, procedures and rules for tallying the ballots and ascertaining the vote shall be jointly approved by the Association and the Division in question. Of those who cast ballots in the withdrawal question referendum, two-thirds of those voting must vote in favor of withdrawal. In the event that less than two-thirds of those casting ballots vote in favor of withdrawal, the referendum shall be declared a decision against withdrawal.

(e) A withdrawing Division, by written formal action of its governing body, must have

transferred to this Association all its rights, titles and interests in the name of the Division and must have agreed not to use it thereafter except pursuant to the written consent of the WCA Board of the Association.

## **Article VI Chapters**

### **Section 1. Formation.**

- (a) Any group of at least 15 persons from a relatively contiguous area or who have a common interest may petition to form a Chapter.
- (b) The petition shall include the names of the petitioners, the name of the Chapter, bylaws, the names of the officers, the geographic limits of the territory to be served, and a mission statement and a succession plan.
- (c) The petition shall be submitted to the President who shall present it to the WCA Board for consideration.
- (d) The Chapter president and all members must be WCA members.

**Section 2. Reports.** Each year at the WCA Board/Transition meeting, WCA Chapters shall submit a report which will include the names of its officers, its current membership number, and a summary of the year's activities. This report may be transmitted electronically.

### **Section 3. Representatives.**

- (a) Each Chapter is entitled to one representative, who may be the President, a representative appointed by the President, or a separately elected individual.
- (b) Each Chapter shall be entitled to one vote in the WCA Board.
- (c) If a Chapter does not name a representative to WCA Board, that Chapter will be declared inactive for that governance year.

**Section 4. Renewal.** Active Chapter status shall be renewed annually at the transition meeting based on certification by the Chapter President to the WCA President that there are a minimum of 15 members, all of whom are WCA members, and that the Chapter continues to function. Lacking this, a Chapter shall be placed on inactive status.

## **Article VII Meetings of the Association**

### **Section 1. Annual Meetings.**

- (a) The Annual Business meeting shall be held as part of the Annual Conference. It shall



be open to and convenient for all WCA members to attend.

(b) The program of the Annual Conference shall publicize the time and place of the Annual Business meeting.

## **Section 2. WCA Board Meetings.**

(a) Representatives from Divisions and Chapters, shall be certified to the WCA President on or before the WCA Board meeting prior to the Transition Meeting.

(b) All WCA Board meetings are open, [to any WCA member] but only members of the WCA Board as specified in the Bylaws may vote.

## **Article VIII Business Affairs**

### **Section 1. Finances.**

#### **Series of Policies and Procedures.**

8.1 All contractual and related financial decisions must be reviewed by the President and signed by the appropriate WCA Board member in order to establish an effective flow for continuity of operational functioning and to safeguard fiscal responsibility.

8.2 The WCA checking account shall be at an FDIC insured bank.

8.3 If it is written in the annual budget, WCA reimburses WCA Board members for round-trip mileage to the site of the meeting at a rate per mile determined by the Treasurer in conjunction with the WCA Board. Payment shall be made only to the driver whenever rides are shared. If it is written in the annual budget, the Association provides one meal at all in-person meetings. If it is written into the annual budget, reimbursement shall be made for lodging at half the rate of a double room whenever lodging is necessary. Reimbursement shall not be made for travel and lodging expenses related to the WCA Board meeting held in conjunction with the Annual Conference.

8.4 If it is written in the annual budget, WCA pays for meals for the WCA Board and WCA Board meetings. WCA does not pay for meals while traveling to these meetings or other meetings, e.g., committee meetings.

8.5 WCA establishes a goal of maintaining one year's operating amount in an interest bearing instrument.

8.6 Requests for funding of special projects must be submitted in writing in order to be considered for inclusion in a budget line item for the current fiscal year.

8.7 In concurrence with the President, the Treasurer shall retain discretionary

authorization to amend the WCA or Conference budgets by moving, within each respective budget, amounts from one line to another insofar as said amounts do not exceed \$300.00 or 2% of the source line amount, whichever is smaller.

8.8 Dissolution. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **Article IX Committees**

**Section 1. Committee Chairpersons.** Chairpersons shall be responsible for the leadership within their committees, for completion of tasks assigned, for operating within the budget assigned, for writing and submitting the required reports, and for making reports to the WCA Board as directed. Committee Chairpersons are invited to WCA Board meetings, and their expenses will be reimbursed the same as WCA Board members. Reports may be transmitted electronically.

**Section 2. Removal of Committee Members or Chairs.** In the event the WCA President determines that a committee member or a chair is not meeting committee responsibilities, the President shall take the following steps:

- (a) Consult with the committee chair. If a member is in question, consult with the member and the chair.
- (b) Allow the chair or member to resign if present responsibilities preclude continuing on the committee, and ask the member or chair to resign if necessary.
- (c) If a committee member or chair refuses to resign after being asked, the President has the authority to remove the member or chair. A committee chair may be removed without removing that person from the committee, or the chair can be removed as chair and also removed from the committee.
- (d) After the President has removed a committee member or chair, the President will appoint a replacement subsequent to the approval of the WCA Board.

**Section 3. Articles and Bylaws Taskforce.**

- (a) Committee Members, when there is an active need to form a committee, the Articles and Bylaws Taskforce shall consist of up to seven members (one of whom may be a graduate student), WCA members who qualify, according to WCA policy, shall apply to the WCA President-Elect to become committee members. The Committee Chair shall be chosen by the WCA President-Elect from among the committee members or

from members with relevant experience. The President-Elect submits the committee appointments and the Committee Chair appointments to the WCA Board for approval.

(b) Articles and Bylaws Committee Responsibilities:

- (1) The Articles and Bylaws Committee shall review all proposed WCA Bylaws. The committee shall also review all ACA Bylaws to determine agreement.
- (2) The Committee Chair serves as a consultant or liaison to any Chapters and Divisions when bylaws are written or reviewed.
- (3) The Committee Chair arranges for the printing and/or electronic distribution of the revised/amended bylaws to the WCA Board and the ACA Board.

**Section 4. Annual Conference Committee.**

(a) When there is an active need to form a committee, the Conference Committee shall consist of an appointed Committee Chair and Conference Chair-Elect, if applicable and any other approved board members. The Chair shall assign tasks as necessary and appropriate to other Board members and WCA members, including the President-Elect, the President, and the Past President. The Chair shall appoint a Program Sub-Committee Chair or any other subcommittees that are deemed necessary.

(b) The Conference Committee shall set registration fees, the date of the Annual Conference, and the Conference site with the approval of the WCA Board.

(c) The Conference Committee shall be responsible for all phases of the Annual Conference and shall operationally carry out its responsibilities through four subcommittees:

- (1) Planning Committee
- (2) Marketing Committee
- (3) Program/Major Speakers Committee
- (4) Registration/Event Day Committee

(d) The Conference Chair shall serve a three-year term upon being appointed to that position by the WCA Board unless otherwise decided by the board.

(e) The Conference Chair-Elect will be appointed by the Conference Committee Chair in conjunction with the President-Elect at least one year in advance of the relevant Conference date.

(f) The Conference Chair along with the WCA President shall be empowered to enter into binding contracts with persons, and/or businesses on behalf of the Wisconsin Counseling Association insofar as said contracts relate to the Annual Conference for the person who will be the WCA President presiding over that Conference.

(g) The Conference Chair will have sole authority to negotiate with representatives of the Conference site facility in all matters related to the operation of the Annual Conference.

(h) The Conference Chair shall be bonded in accordance with other WCA officers as determined by the WCA Board.

(i) The Conference Chair shall maintain a financial record of the Conference in collaboration with the WCA President and shall submit such record for audit to the Treasurer at the end of the governance year.

(j) The Conference Chair will oversee or delegate the managing activities of all subcommittees, including those persons delegated by the Chair for handling registration, local arrangements, and/or other duties related to the operation and management of the Annual Conference.

(k) The Conference Program Subcommittee Chairperson or Co-Chairperson shall be appointed by the President-Elect at least one year in advance of the relevant Conference date.

(l) The Conference Program Subcommittee shall:

(1) Consist of a chairperson or co-chairpersons.

(2) Be responsible for developing the program and activities of the Annual Conference in concert with the conference theme, which is identified in collaboration with the WCA President who will be presiding over that conference.

(3) Oversee the selection and approval of programs and the notification of individuals whose programs have been selected.

(4) Oversee the development, layout, printing, and delivery of the completed conference program booklet to Registration for distribution to registrants at the Annual Conference.

(5) Work with the Conference Chair regarding the identification of space requirements, assignment of meeting rooms, and securing necessary equipment in the conference facility.

### **Series of Policies and Procedures.**

9.5.1 The WCA Conference will be scheduled in the central part of the state or in a location that is in close proximity to a major metropolitan center where a majority of the LPCs in the state are practicing.

9.5.2 Anyone listed as a presenter in the Annual Conference program must register for the conference fee. All presenters will receive conference CEs for free if they fill out and submit the appropriate form. Special requests for exceptions to paying must be made in writing 60 days prior to the WCA Board for review. Decisions on the requests will be returned to the requesters 30 days prior to the conference date.

9.5.3 A Division may receive a rebate (the amount to be set by the WCA Board) based on the number of its members who designate that Division on the Conference registration form. In order to be eligible for the rebate, the Division must submit the names of its officers to the WCA Director by June 1 before the Conference.

9.5.4 At the Conference Chair's discretion, one graduate student may be selected each year to be the on-site coordinator of graduate students' activities for the following year's WCA Conference.

9.5.5 The WCA Conference should be seen as a revenue source for the Association.

9.5.6 The Conference Chair is entitled to any amenities, rewards, or upgrades offered by the hotels to use as she/he sees fit.

9.5.7 If it is written into the WCA annual budget, the following Conference Chair will make the room reservations for the keynote speakers, the WCA President, President-Elect, and the Past President.

9.5.8 The Conference budget will pay for the keynoters' room expenses.

9.5.9 If it is written in the WCA annual budget, the following positions are to have free rooms compensated for and up to the following number of nights or slots: Conference Chair (3), President (3), President-Elect (3), Past President (3), Keynote Speakers (2-3), Conference Treasurer (3), and the Program Subcommittee (6 room slots). [The Conference Chair-Elect will have 6 slots distributed as follows: 2 rooms for 3 nights or 3 rooms for 2 nights or any combination adding up to 6 slots.]

9.5.10 Any requests to attend the WCA Conference free must be placed in writing to the WCA President 60 days prior to the Conference date. The President and the Conference Chair will make the decision about whether or not to honor the request. Exceptions outside this time frame will be made by the President.

9.5.11 The WCA Conference Chair and Conference Chair-Elect shall make every effort to reach out to other counseling professions, as well as related professions to provide continuing education hours.

9.5.12 Graduate students who request to work at the WCA Conference for a reduced rate must be members of WCA. Students who are selected to work one 2-hour shift can do so in exchange for conference registration. Graduate students who work at the Conference are also allowed to be presenters.

9.5.13 The WCA Conference budget may be permitted to use funds to pay for alcohol for the Welcoming Reception.

9.5.14 If the WCA Program Sub-committee accepts an individual's proposal, A V equipment, within reason, will be provided to include flip charts, screen, TV-VCR, tape recorder, or overhead projector. This Article excludes payment for any PowerPoint materials and/or equipment. No A V will be available on site; only equipment previously requested on the program proposal will be provided.

9.5.15 The Conference Chair and Conference Chair-Elect should exercise caution regarding the cost factor for conference giveaways (current cost is about \$5.00 per person).

9.5.16 Each Division is responsible for costs and arrangements of any special request or functions to be held at the conference. The Conference Chair, Conference Chair-Elect, or another person appointed by the Conference Chair will provide the Division with the name of the appropriate hotel contact person.

9.5.17 WCA encourages a limit of two people to chair the Program Subcommittee.

9.5.18 The WCA Professional Development Committee is directed to examine the list of professionals to receive CE's for attending the Conference.

9.5.19 To streamline the registration form, attendees will be offered a one-day registration with no meals and presenters and exhibitors a one-day package with no meals.

## **Article X Conflict of Interest**

### **CONFLICT OF INTEREST STATEMENT**

Conflict of interest is defined as any situation in which an individual member of the WCA Board is in a position to exploit this official capacity for personal gain. One who has a conflict of interest is expected to abstain from decisions where such a conflict exists. The imperative for abstention varies depending upon circumstances, either as common sense ethics, codified ethics, or statute dictates. In some circumstances this can even include abstaining from discussion of the issue involved.

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 XI**  
**Article and Bylaws Amendment**

The WCA Articles and Bylaws may be amended by a majority of the WCA Board members voting.