



Bylaws

BYLAWS

LICENSED PROFESSIONAL COUNSELORS ASSOCIATION OF GEORGIA

ARTICLE I - NAME AND PURPOSE

Section 1 - NAME

The name of the Association shall be the Licensed Professional Counselors Association of Georgia, abbreviated LPCA, and known herein as the Association. The name shall be applied to all activities of the Association and shall not be used without the approval of the membership as represented by the Board of Directors. LPCA is a state chapter of the American Mental Health Counselors Association.

Section 2 - PURPOSE

The purpose of the Association shall be to:

- a. provide a professional organization that unites Licensed Professional Counselors throughout Georgia;
- b. promote the professional and business practice of counseling by Licensed Professional Counselors;
- c. promote public awareness of Licensed Professional Counselors by providing the public with information concerning the role and function of Licensed Professional Counselors;
- d. publish a publication to communicate with the membership, and a journal to enhance scholarship in the professional counseling field;
- e. provide an Annual Business Meeting to address Association business where required and to provide continuing education;
- f. promote an alliance with other mental health organizations in the state;
- g. support and promote standards for education and training;
- h. provide additional opportunities for continuing education and professional growth; and
- i.. affiliate with the American Mental Health Counselors Association to support the counseling profession.

Section 3 - AMENDMENTS AND REVISIONS

- a. **Vote by the board.** Proposals for changes in the bylaws may be made at any scheduled Board meeting. At the next Board meeting, the proposed changes will be voted on for recommendation to the general membership. Recommendations, if passed, and the date they will go into effect will be sent to the voting membership for ratification. Advance notice to members of proposed bylaws changes will be made at least thirty (30) days prior to the vote date by publication on the LPCA website, in the LPCA newsletter, or by mail. Such notice need only contain a general statement of the purport of the proposed amendment(s). Bylaws may be amended by a two-thirds (2/3) vote of the members present at a membership meeting or by a two-thirds (2/3) vote of those members voting by mail, fax, or electronic ballot.
- b. **Effective Date of Bylaws Amendments.** At the time of the adoption of an amendment to the bylaws, the board of directors must specify that the amendment is effective either immediately or at the beginning of the next fiscal year.

Section 4 - BOARD MEETINGS

The current and incoming Board of Directors shall meet at the Annual Convention. Thereafter the Board of Directors shall meet a minimum of four (4) regularly scheduled times a year. There may also be special meetings called by the president or by two officers of the Board.

- a. **Regular meetings.** The Board shall set scheduled meetings to conduct the business of the Association. The time, date, and place of the next meeting shall be included in the minutes of each meeting and shall be sent to all Board members by mail, fax or e-mail.
- b. **Special meetings.** Notice of the date, time and place of any special meeting of the Board of Directors shall be given at least forty-eight (48) hours prior to the meeting. Notice shall be communicated in person, by telephone, e-mail, mail, private carrier, or other form of communication. Notice of any regular or special meeting need not describe the purpose of the meeting unless required by law.
- c. **Quorum/Authority Requirements.** Any actions to be taken by the board (including adoption of new policies, actions involving any member(s) of the Board of Directors or any Association officers, e.g., President, Vice President, Executive Director, etc.), require that a quorum of no less than a majority of the entire Board of Directors must first be present at any special meeting in order for such policies or actions to be proposed, discussed, voted upon and passed by the Board of Directors. Any such actions against Board Member(s) or Association officer(s) shall only be passed upon majority vote of such a quorum.
 - i. A Director or Association officer may be removed from office by an affirmative vote of no less than two-thirds (2/3) of all voting Board members forming a quorum at any regular or special meeting called for that purpose. Removal of a Director shall only be for actions constituting nonfeasance, malfeasance, or conduct detrimental to the interests of the Association; for lack of sympathy with its objectives; or for refusal to render reasonable assistance in carrying out the

Association's purposes. A Director or Association officer proposed to be removed shall be entitled to written notification, mailed within seven (7) days of the meeting of the Board of Directors, at which such time a vote to be removed from office is conducted, and shall be entitled to appear before and be heard by the Board at such meeting. The decision of the Board is final.

- ii. A new policy may only be approved and adopted by an affirmative vote of no less than two-thirds (2/3) of all voting Board members forming a quorum at any regular or special meeting called for that purpose.

ARTICLE II - MEMBERSHIP

Section 1 - TYPES

There are six types of membership: Fellow; Clinical, Associate, Affiliate, Student, and Retired.

- a. **Fellow.** A clinical member who has made conspicuous and outstanding contributions to the counseling profession in treatment, research, education, and/or leadership, including all recipients of the George C. Podein, Jr. Counselor of the Year Award. Nomination of Fellows must be made to the Membership Committee by at least two current Fellows and elected by a majority of the Board. All past presidents shall become Fellows immediately on completion of their presidency.
- b. **Clinical.** A member who holds the Licensed Professional Counselor credential from the Georgia Composite Board for Professional Counselors, Social Workers, and Marriage and Family
- c. **Associate.** A member who holds at least a master's degree in counseling or a related field from an accredited graduate program of higher education and is working toward licensure.
- d. **Affiliate.** A member who is licensed in a related profession or who has made conspicuous and outstanding contributions to the counseling profession and has an interest in the work of Licensed Professional Counselors.
- e. **Student.** A member who is currently enrolled as a part-time or full-time graduate student in a counseling or related field program at an accredited institution of higher education and is not currently eligible for Clinical or Associate membership.
 - i. **Eligibility.** Any student enrolled in an accredited graduate program for half time or more in the areas of human development shall be eligible to become a student member of the association for a three-year period. Exceptions of the three-year time limit can be made upon receipt of additional verification from the student's major advisor. The eligibility terms of this Section 1e shall only apply to Student members.
 - ii. Student members may attend meetings of the association, but shall not be entitled to vote and shall not be eligible to hold office.

- f. **Retired.** A member who is or was at some time licensed and is currently retired from the field of counseling.

Section 2 - APPLICATION

Application for membership shall be made according to the procedures, which may be amended from time to time by the Board of Directors and a copy of which can be found at <http://www.LPCAGA.org>.

Section 3 - DUES

Annual Association dues for members shall be established by action of the board of directors and shall be collected by the Association on the annual anniversary date of each member's admission to the Association.

Section 4 - RIGHTS AND PRIVILEGES

Fellow, Clinical, Associate, and Retired members shall possess voting rights and the privilege of election to any office. Affiliate members do not possess these rights and privileges. These rights and privileges shall be withdrawn if the member does not pay the Association dues or is found responsible for any conduct that is damaging to the Association and its members or to the counseling profession.

Section 5 - RESIGNATION

Any member may resign from the Association by giving written notice to the President or CEO of the Association. Any member resigning from the Association shall continue to be responsible for and shall pay all dues and charges accrued on or before the date of resignation.

Section 6 - TERMINATION OF MEMBERSHIP

Membership in the Association may be terminated for cause. Expulsion shall be by a majority vote of the entire Board of Directors at any meeting at which a quorum is present, provided that a statement of the charges shall have been made by certified mail to the last recorded address of the member at least fifteen (15) days before final action is taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered.

Any member under Board review for expulsion from the Association shall be given the opportunity to have a hearing before the Board of Directors, at which hearing they shall be permitted to present evidence in their behalf through witnesses or otherwise and shall be given the opportunity to confront witnesses against them. The vote of the Board of Directors as to whether or not to expel such member after considering any evidence presented at the hearing, shall be final.

ARTICLE III - STATE DISTRICTS

The Association shall have designated districts within Georgia. The Association will have representatives in each designated district. These representatives shall promote the purposes of the Association, facilitate its business, and will use a communication network with the membership.

ARTICLE IV - ASSOCIATION LEADERSHIP

Section 1 - BOARD OF DIRECTORS

The Directors of the Association shall be the President, President-elect, Immediate Past President, Treasurer, District Representative at large, and the following Committee Chairpersons: Clinical Supervision, Continuing Education, Ethics, Communications Director, Professional Development, and Executive Director as ex-officio. Together these officers and chairpersons shall form the Board of Directors. The Directors shall be elected at large from the general membership. Installation of Directors shall be at the Annual Meeting.

A secretary may be appointed by the board of directors. The secretary shall be responsible for the recording of minutes at all official meetings of the board of directors and shall be responsible for the timely distribution of these minutes to all members of the board.

Section 2 - OFFICERS

The officers of the Association shall be the President, President-elect, Immediate Past President, Treasurer and Director elected at large. The Executive Director/Chief Executive Officer of the Association serves on the Board of Directors, ex officio, without voting rights on the Board.

Section 3 - DUTIES AND OBLIGATIONS OF OFFICERS

The following are the duties and obligations of the Association officers.

- a. **President** shall be the principal executive officer of the Association and, subject to the authority of the Board of Directors, shall exercise general supervision and execution of the business and affairs of the Association. The President shall, when present, preside at all meetings of the Board of Directors.

The President also shall perform other duties that are relevant to the office or that may be properly required by a majority vote of a quorum of the Board of Directors and/or as specified by Association policy

The President may authorize the President-elect or any other officer or agent of the Association to act in his/her place or stead. The President shall perform all duties incidental to the office of the President and such other duties as may be specifically prescribed by the Board of Directors from time to time. The President may appoint ad hoc committee chairs as needed.

An annual operating budget shall be proposed by the President and approved by the Board of Directors by the June Board meeting each year. The President or his/her representative shall

represent the Association at meetings of other organizations in a way that promotes the purposes of the Association. The President shall submit an agenda to the members of the Board at least ten (10) days before the next scheduled Board Meeting if deemed necessary, otherwise an agenda shall be submitted at the next scheduled Board Meeting.

- b. **President-elect** shall, in the case of the death or absence of the President, or when requested to do so by the President, perform the duties of the President's office. The President-elect, when so acting, shall have all the powers of and be subject to all restrictions placed upon the President. The President-elect shall also serve as Parliamentarian and acts as Chairperson of an upcoming annual convention when presented.
- c. **Immediate Past President** shall chair the Election Committee and assist the President as requested. The Immediate Past President shall be responsible for organizing the Nancy Reeves Presidential Forum at the Annual Meeting. The Election Committee shall be responsible for producing the slate of nominations for the Board of Directors elections. The slate as presented is subject to the approval of the Board of Directors.

The Immediate Past President shall chair the Awards Committee, which shall consist of LPCA members with at least one educator, one practitioner, and one student. This committee shall be responsible for accepting nominations for and selecting the recipient of the George C. Podein, Jr. Memorial Counselor of the Year Award. Other awards may be suggested by this committee subject to the approval of the Board of Directors.

- d. **Executive Director/Chief Executive Officer (CEO)** and/or other staff as deemed necessary by the Board of Directors. The Executive Director/CEO shall be, in all actions, responsible to the Executive Committee and serve on such committee and the Board of Directors as a non-voting member. The Executive Director/Chief Executive Officer and staff shall receive and disburse funds in accordance with the budget requirements and as specified by Association policy. The Executive Director/CEO shall ensure that monthly treasury reports are provided to the Treasurer and the President.
 - i. The administrative functions of the Association shall be performed by the Executive Director/CEO. This position will be a salaried staff position, employed by and directly responsible to the President and the Board of Directors of the Association. The Executive Director/CEO, operating within the policies of the Board of Directors will be responsible for the general operation of the central office and Association activities, employment and termination of staff as necessary to effectively carry out the work of the Association, and any other duties which may be prescribed by the President or by vote of the Executive Committee.
- e. **Treasurer** shall be responsible along with the Executive Director/Chief Executive Officer for developing a balanced budget. Deficit budgeting is prohibited under these Association By-Laws. The Treasurer shall oversee records and transactions and provide a report to the Board at each Board Meeting; shall perform all duties incident to the office of Treasurer; and shall have such other duties and exercise such other authority as from time to time may be delegated or assigned by the President or Board of Directors. The Treasurer shall chair the Finance Committee.

Section 4 - DUTIES AND OBLIGATIONS OF DIRECTORS

The following are the duties and obligations of the Association Directors:

- a. **Clinical Supervision Chair** shall form a committee to perform such duties as may be determined by the Board of Directors and/or by policy to approve Georgia Licensed Professional Counselors who meet requirements established by the law and rules and who have completed the supervisor competency-based education requirements established by LPCA Board of Directors. The committee shall coordinate with legal counsel and the CEO.
- b. **Communications Director** shall form a committee to edit, publish, and distribute the Association publication four times a year. She/he shall be responsible for advertisements placed in the newsletter and shall have editorial responsibility for the newsletter's content, subject to the approval of the Board of Directors.
- c. **Continuing Education Chair** shall form a committee to approve programs that provide continuing education core hours and ethics hours, and other training for the members of the Association. The committee shall coordinate with the Board of Directors, Committee Chairs and district representatives in making plans for the Annual Business Meeting and district workshops. Continuing education chair will oversee District Representatives activities and provide reports to the executive committee.
- d. **Ethics Chair** shall form a committee to promote awareness of and compliance with the state and AMHCA codes of ethics, any association certification programs, and professional conduct; and shall serve in an advocacy role.
- e. **Professional Development Chair** shall form a committee to develop an annual calendar of professional development programming to help members develop the skills and networks necessary to meet their professional goals. Promote membership in the Association; provide information regarding the benefits of membership; and assist the District Representatives in recruiting members including from among eligible professionals and students.

ARTICLE V – COMMITTEES

Organization. The committees shall consist of standing committees and such special committees as may be deemed necessary by the Board of Directors. Committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the President and/or the Board of Directors, except as otherwise provided in these Bylaws. The Committee Job Description shall be approved by the Board of Directors. Appointments to all committees will be made collaboratively between the president and the board of directors after broad solicitation for interested members, except as otherwise provided in these Bylaws.

Section 1- Name and Description

- a. The Executive Committee shall be composed of the President, Immediate Past President, President-elect, Treasurer, Executive Director/Chief Executive Officer and a District Representative to be elected by the District Representatives at the beginning of each new fiscal year. All of these officers, except for the Executive Director/Chief Executive Officer, must also be members of the

American Mental Health Counselors Association. The Executive Committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Association except with regards to the filling of vacancies on the Board of Directors. A quorum of members necessary to conduct the business of the Executive Committee shall be a majority of its members.

b. The Finance Committee shall develop and monitor the Association's budget, financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies. The Committee will develop and implement strategies for obtaining additional ongoing revenue. The Treasurer shall be the Chair of the Finance Committee. This committee shall conduct an annual internal review at the end of the fiscal year and have power to call for an audit. The Finance Committee shall be required to oversee and maintain an ongoing Board-designated operating reserve (the "Board-Designated Operating Reserve") as part of the unrestricted net assets of the Association (which unrestricted net assets shall exclude equity in other non-current, non-liquid net assets) and which will be maintained and deposited in an interest-bearing account. Any funds in the Board-Designated Operating Reserve may be spent only after approval by a two-thirds (2/3s) vote of the Board of Directors and shall only be spent or used in cases of unforeseen or unusual financial emergencies (e.g., unexpected cash flow shortages, expense or losses caused by delayed payments, or economic conditions). The Board-Designated Operating Reserve shall not be used to make up for income shortfalls, unless the Finance Committee proposes a plan for two-thirds (2/3s) vote of approval by the Board of Directors to replace the income or reduce expenses in the near-term future. For clarity, the Board-Designated Operating Reserve funds shall only be used to solve timing problems, not deficit problems.

c. **District Representative** shall be elected by members of the Association residing within each district. Districts shall be defined by the Board from time to time. Each District Representative shall provide at least two (2) continuing education workshops in their district per year.

d. **Special Ad Hoc Committees**, task forces, and/or study groups may be formed from time to time for special assignments. When so created, members of such committee(s) shall be appointed by the President, and the said committee(s) shall end upon completion of the assignment or by majority vote of the Board of Directors at any time. All Ad Hoc Committee Chairs may serve for more than one (1) yearly term, if reappointed by succeeding Presidents.

ARTICLE VI – BOARD OF DIRECTORS GENERAL DUTIES AND OBLIGATIONS

- a. The term for each Director shall be two (2) years, in alignment with the Association's fiscal year. The position of President shall not be held by the same person more than twice and shall not be held by the same person concurrently. The Immediate Past President, President Elect or a President who does not also serve as Past President and President Elect shall not serve on the Board for at least three (3) years. Salaried, full-time Association staff may not be nominated or occupy a seat on the Board for a minimum twenty-four (24) -month period immediately following the end of their staff tenure.
- b. Each Director shall provide a written report of their Association activities to the President at least one week before each Board Meeting and shall present a year-end summary report at the Annual meeting.

- c. Each duly elected Director shall have one vote at Board meetings.
- d. All members of the Board of Directors are required to attend regularly scheduled and specially called meetings. Any Board member who has two unexcused absences during their term of office may be subject to removal from the Board at the discretion of the President. The Board shall then appoint a replacement.
- e. Every member of the board of directors will have assigned liaison responsibilities that will be specified by policy. The director's role will be that of committee advocate on the board.
- f. Directors shall not receive monetary compensation for their services; however, Board members may be reimbursed for expenses incurred related to Board business. The Board of Directors shall appropriate all funds.
- g. A vacancy in any principal office shall be filled by the Board of Directors for the un-expired portion of the term by a majority vote of the Board of Directors in office, and such officer shall then serve until the end of the current fiscal year.
- h. The Association shall commit itself to being a diverse organization that promotes and practices multicultural competencies.

ARTICLE VII - CONTRACTS, LOANS, CHECKS AND DEPOSITS, AND SPECIAL ASSOCIATION ACTS

- a. **Contracts.** The Board of Directors may authorize any officer or the Executive Director/CEO to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association, and such authorization may be general or confined to specific instances. In the absence of other designation, all contracts made by or on behalf of the Association shall be executed in the name of the Association by the Executive Director/CEO.
- b. **Loans.** No indebtedness for borrowed money shall be contracted on behalf of the Association, and no evidence of such indebtedness shall be issued in the name of the Association unless authorized by two-thirds (2/3) of a quorum of the Board of Directors as defined in Article I, Section 4 of these By-Laws. Such authorization may be general or confined to specific instances.
- c. **Payments.** All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer(s) or agents as shall from time to time be designated by the Board of Directors.
- d. **Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE VIII - NOMINATIONS, ELECTIONS, AND VOTING

The Immediate Past President shall form an Election Committee no less than six (6) months prior to the Annual Business Meeting. The Election Committee shall solicit nominations from the

membership at large. The election committee shall determine the election procedures, subject to approval of the Board. Directors shall be installed at the Annual Business Meeting.

a. Voting rules:

i. At Board meetings a majority of those eligible to vote is required to conduct business; this shall constitute a quorum.

ii. At general and district Association business meetings, a majority of those present is required to constitute a quorum in order to conduct business.

b. In the event an office other than the President becomes vacant, the Board of Directors shall appoint a replacement for the remainder of the unexpired term. In the event that the office of President becomes vacant, the President-elect shall assume the role of Acting President for the remainder of the unexpired term. The Acting President will then fulfill his or her term as President.

ARTICLE IX – MEDIA AND PUBLICATIONS

The Association shall promote the exchange of professional information among clinical mental health counselors by means of a newsletter, a journal, electronic media, and other scientific, educational, and professional materials.

ARTICLE X - PROPERTY

All property of the Association shall be subject to the control and management of the Board of Directors. Upon dissolution of the Association, none of its property shall be distributed to any of the members, and all of such property shall be transferred to such other organization or organizations as the Board of Officers determines to have purposes and activities most nearly consonant to those of the Association, provided that such other organization or organizations shall be exempt under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of the Internal Revenue Laws.

ARTICLE XI - APPROPRIATIONS

All appropriations of the Association shall be subject to the control of the Board of Directors.

ARTICLE XII - CODE OF ETHICS

The Code of Ethics of the American Mental Health Counselors Association and the Composite Board of the State of Georgia; shall serve as the Codes of Ethics of the Association. Copies of the codes shall be made available to all members upon request.

ARTICLE XIII - PUBLIC POLICY

a. **Lobbying.** The Association shall promote mental health issues and professional counseling legislation by informing members of the state legislature on issues that affect mental health care, the status of Professional Counselors as mental health providers, and the legal scope of practice of

Licensed Professional Counselors. To this end, the Board of Directors shall establish a fund to promote and represent the interests of the Association in the state legislative process.

b. **Political Action Committee Fund.** The Association may engage in political activities, but the Association shall also continue to promote the counseling profession through the activities of a Political Action Committee established by a separate segregated fund.

c. **LPCA Foundation.** The Association shall also continue to promote the counseling profession through the LPCA Foundation, Inc. (the “Foundation”) which shall be established as part of the Association, but will operate under its own by-laws to be approved by the Foundation’s Board of Trustees in cooperation with the Association, and which will have the following goals:

- i. Increasing access to educational and professional development opportunities Licensed Professional Counselors and Counselors in training;
- ii. Assembling of leaders in the field to identify future initiatives for the Foundation;
- iii. Initiating, Identifying, sponsoring and decimating research in Professional Counseling and publishing or aiding in the publication of the results of research; and
- iv. Advancing the Recognition and Understanding of Professional Counseling.

ARTICLE XIV - FISCAL YEAR

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

ARTICLE XV - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By Laws and any other special rules of order that the Association may adopt.

Adopted: May 31, 2002

Amended, July 1, 2005, January 1, 2013, September 12, 2015, August 6, 2019