

BYLAWS OF THE ILLINOIS MENTAL HEALTH COUNSELORS ASSOCIATION

ARTICLE I: NAME AND AFFILIATIONS

Section 1. Name.

The name of this Association shall be the Illinois Mental Health Counselors Association.

Section 2. Tax exempt Status.

The Illinois Mental Health Counselors Association is tax exempt from IRS taxes but not IL Dept. of Revenue Sales Taxes.

Section 3. Organizational Affiliations.

The Illinois Mental Health Counselors Association shall be a division (Charter Member 1979) of the Illinois Counseling Association and shall also be a State Chapter of the American Mental Health Counselors Association. The Illinois Counseling Association is a State Branch of the American Counseling Association. The Illinois Mental Health Counselors Association is a charter member of the Coalition of Illinois Counselor Organizations.

Section 4. Abbreviations.

1. The Illinois Mental Health Counselors Association may be abbreviated as IMHCA, and may be referred to as IMHCA or as the Association.
2. The Illinois Counseling Association may be abbreviated and referred to as ICA.
3. The American Mental Health Counselors Association may be abbreviated and referred to as AMHCA.
4. The American Counseling Association may be abbreviated and referred to as ACA.
5. The Coalition of Illinois Counselor Organizations may be abbreviated and referred to as CICO.

ARTICLE II: MISSION STATEMENT AND PURPOSE

The mission of IMHCA is to promote the professional well-being of mental health counselors in Illinois through advocacy, education, and support services, and thereby contribute to the good of society.

ARTICLE III: MEMBERSHIP

We welcome into our Association and encourage the participation of all individuals who are interested in mental health or school counseling regardless of age, gender, gender identity, race, cultural background, religion, physical ability, sexual orientation, professional status, geographic location, and all other characteristics that make our members unique.

IMHCA actively promotes inclusion, recruitment, and retention in every aspect of the Association – including but not limited to membership, leadership, and committees. We strive to

cultivate an association of excellence built on encouragement, tolerance, and mutual respect. The Association is committed to proactively rejecting and denouncing prejudice and stereotyping whenever it is encountered in the profession.

Section 1. Types of Membership

There shall be six types of membership in the Association: Professional, Student, Past President, First Time Professional, Retired and Affiliate. Voting membership shall be open to all but Affiliate members. "In good standing" means all fees/dues are current and no outstanding ethics violations are on record.

Section 2. Requirements of Membership.

Professional Member. Membership is open to all members of the Illinois Counseling Association (ICA) whose primary work-related responsibilities or interests are providing mental health counseling. A Professional Member holds a graduate degree of at least the Masters level in counseling, counselor education, or a related field. Professional Members are eligible to hold office. A Professional Member has the right of public identification as a Professional Member of the Illinois Mental Health Counselors Association.

1. **First Time Professional Eligibility:** Recent graduates may join ICA and its divisions at the same rate as student members for a period of one year following program completion.
2. **Student Member.** Any Masters level graduate student member of ICA with interests in mental health counseling shall be eligible to become a Student Member of the Association. They may vote in general elections, be elected to serve as a non-voting member of the Board and may chair committees.
3. **Past Presidents.** Membership in IMHCA shall be free to Past Presidents of IMHCA once they have completed their term as Past President as long as they maintain membership in ICA.
4. **Retired Member.** Retired members in ICA are entitled to membership at half the cost of dues for Professional Members if they are (a) at least 60 years of age, (b) are no longer working in the field of counseling, (c) and have been a Member continuously for the past 5 years. Retired members are entitled to vote in elections.
5. **Affiliate Member** is defined as an interested party and has no voting privileges.

Section 3. Dues.

Annual Association dues for members shall be established by action of the IMHCA Board.

Section 4. Rights and Privileges.

All IMHCA members in good standing are eligible to vote with the exception of Affiliate Members. A member in good standing shall be entitled to attend meetings of the Association, and shall be eligible to hold office in the Association.

The membership elects the officers: President Elect, Secretary, Treasurer and the other members of the Board. Other rights and privileges are outlined under each category of membership.

Section 5. Severance of Membership

A member shall be dropped from membership for the non-payment of dues or for a finding of an ethics violation.

Section 6. Professional and Ethical Conduct

Members shall be held to the professional and ethical standards of the American Counseling Association, the American Mental Health Counselors Association, and/or regulations of the Illinois Department of Financial and Professional Regulation.

ARTICLE IV: REPORTS

Section 1. National.

The Association Director shall provide AMHCA with a current list of officers within thirty (30) days of their election or appointment. The Association Director shall transmit written reports to the AMHCA Board of Directors when appropriate.

Section 2. State.

A quarterly report of Association activities shall be distributed for each ICA Governing Council meeting and submitted for electronic distribution to the membership and/or to the Contact.

ARTICLE V: OFFICERS OF THE ASSOCIATION

Section 1. Terms of Officers and Election Procedures.

The Nominations and Elections Committee will issue a Call for Nominations to the general membership listing the open positions and qualifications. The Committee develops a slate of candidates that have been nominated for IMHCA President Elect, Secretary and Treasurer; and for the IMHCA Board of Directors. The Committee presents the slate to the Board. Ballots are distributed to the general membership for voting. Information about each candidate is made available to the membership electronically. The general membership votes for officers and Board members electronically. Officers are members of the Board of Directors and must be in good standing with ICA and IMHCA.

- a. The term of office for President, President Elect and Secretary is for one year, from July 1 to June 30. The Secretary may be elected for a second one-year term. The term of office for Treasurer is three years.
- b. The President of the Association must be a Professional Member in good standing for at least the two years preceding election.
- c. The President shall succeed to the office of Past President upon completion of the term as President, and shall serve for one year.
- d. The President Elect shall succeed to the Office of President upon completion of the term as President Elect or upon the resignation, death or removal from office of the President.
- e. The Executive Committee of the IMHCA Board of Directors shall appoint a qualified member of the IMHCA Board of Directors to fill any officer vacancy that occurs during a term of office.

- f. Should a member of the Association find cause to contest the eligibility of any nominee, a written notice shall be given to the President within thirty (30) days after the publication of the slate of candidates in the Association's official publication, after which time the slate becomes incontestable. The President is charged with the responsibility of serving notice on the contested nominee and polling the Executive Committee. The decision of three fifths (3/5) of the Executive Committee shall decide the matter.
- g. If an elected officer should be unable to assume the office on July 1, a special election will be held.

Section 2. Duties of Officers.

- a. The President serves as the presiding officer of the Association and as Chair of the Executive Committee and of the Board of Directors. The President shall, with the approval of the Executive Committee, appoint Chairs of the Standing Committees from among the elected Board Members, and appoint all other committees and task forces. The President is responsible to communicate directions from the Executive Committee to the Association Director and to perform such other duties as may be required by the Executive Committee. In consultation with the Executive Committee the President develops the annual Strategic Plan in collaboration with the Association Director. The President is required to maintain membership in AMHCA and ACA. IMHCA will pay for the President's membership in AMHCA and ACA.
- b. The President Elect serves as a member of the Executive Committee and the Finance Committee and shall perform such duties as may be directed by the Executive Committee or President.
- c. The Secretary serves as a member of the Executive Committee and is responsible for recording minutes at all official meetings of the Association, the Board, and the Executive Committee. These records shall be distributed to the Board.
- d. The Treasurer shall serve as a member of the Executive Committee and as Chair of the Finance Committee. The Treasurer shall review all expenditures of the Association. The Treasurer shall have oversight responsibility regarding deposits authorized by the Executive Committee and shall approve and sign checks with a sole signature up to an amount set by the Board. The Treasurer shall coordinate with the Consultant the submission of financial reports at each meeting of the Executive Committee and the Board. The Treasurer and the Finance Committee, in consultation with the Consultant and Association Director prepare the annual budget and submit it to the Board for approval.
- e. The Past President shall serve as a member of the Executive Committee and as Chair of the Nominations and Elections Committee.

Section 3. Removal from Office.

An elected member of the Board or of the Executive Committee may be removed from office for failure to perform assigned duties, including the duty to attend Board meetings. A three-fifths (3/5) majority of the Executive Committee shall be required to remove the elected member from the position. An officer or a Board member may also be removed under the applicable provisions of Article III of these By-laws.

ARTICLE VI: BUSINESS AFFAIRS AND OPERATIONS OF THE ASSOCIATION

Section 1. Board of Directors.

a. The IMHCA Board of Directors consists of 12 members elected by the general membership. Included in the 12 members are the elected officers of President, President Elect, Past President, Secretary and Treasurer. A Masters level graduate student non-voting member may be elected to serve as the 13th member of the Board of Directors.

It is understood that each Board member serves on one or more committees and is Chair of at least one committee. Committee Chairs, ICA representatives and CICO representatives are selected from Board members and appointed by the President. Should any of these positions become vacant, the President shall appoint a successor from among Board members. The Board votes on all major decisions of the Association. The Association Director is an ex-officio member of the Board. The President may appoint a Parliamentarian from the general membership.

b. A Board member shall be elected for a 3-year term and may run for a second 3-year term. After a one-year absence from the Board, a former two-term Board member may again be elected to the Board. Should a Board position become vacant, the President may appoint a successor to complete the term on the Board. The Board shall meet no less than twice annually, at the ICA Annual Conference and at the IMHCA Spring Conference, and may meet more often at the discretion of the President. A quorum of seven voting members (7) is required for an official meeting of the Board. Each member shall have one vote; a majority of Board members present, a quorum having been fulfilled, is necessary to carry a motion. Ordinarily, votes are taken during a meeting of the Board. However, when the President deems that circumstances make it necessary, votes of the Board may be cast electronically or by phone or teleconference.

c. The Board reviews and approves the annual Strategic Plan. It assists in planning, developing and implementing new programs and changes in the organization. Board meetings are open to all members. When the President deems it necessary, the Board may meet via teleconferencing or other electronic means.

Section 2. Executive Committee.

1. The Executive Committee is composed of the President, President Elect, Past President, Secretary and Treasurer. The IMHCA Association Director is a member ex-officio. Three members constitute a quorum. When necessary, teleconferencing or other electronic means may be used for meetings of the Executive Committee. The Executive Committee acts for the Board between meetings, guides and advises the President, and directs the Association Director through the President.
2. The Executive Committee helps the President develop the annual Strategic Plan to be submitted to the Board for approval.
3. Executive meetings may be closed.

Section 3. Standing Committees.

The Standing Committees of the Association shall be: Finance; Nominations and Elections; Publication; Strategic Planning; Awards; Professional Development. Committees shall submit written or oral reports of their activities to each meeting of the Board. Reports may be submitted electronically.

- a. The Finance Committee shall be chaired by the Treasurer. The President Elect, and Consultant (ex officio) shall serve on this committee. The Finance Committee, in consultation with the Consultant and Association Director, shall develop the annual proposed budget and oversee completion of fiscal reports and government forms.
- b. The Nominations and Elections Committee develops the slate of candidates for IMHCA officers and board members and presents the slate to the Board. This committee is comprised of the Past President, who serves as Chair and other board members who may be appointed by the President or the Chair.
- c. Publications Committee will solicit articles for the official IMHCA publication. The committee chair is appointed by the President. The President and Chair select other committee members from the board or volunteers from general membership.
- d. Strategic Planning Committee: Develops a strategic plan setting goals and determining actions to achieve the goals for the purpose of fulfilling the mission, functioning, solvency and effectiveness of IMHCA. The Committee Chair is appointed by the President. The President and Chair select other members from the Board.
- e. Awards Committee coordinates the IMHCA and ICA Awards, and solicits nominations from the IMHCA membership. The President appoints the Chair of this committee and the President and Chair select committee members. The Association Director is a member ex-officio.
- f. Professional Development selects workshops that will meet the needs of attendees seeking educational opportunities to enhance their knowledge and skills as counselors. The committee may consist of two sub-committees: Workshop (including webinars) and Spring Conference Committee. The Committee Chair is appointed by the President. The President and the Chair select other committee members from the Board or volunteers from the general membership. The Association Director is a member ex-officio.

Section 4. Committees and Task Forces.

Ad hoc committees and task forces may be established as necessary to conduct special projects on behalf of the Association. Each committee or task force will report its activities and progress in writing to the Board at each Board meeting. The reports may be transmitted electronically.

Section 5. Fiscal Year.

The fiscal year of the Association shall be from July 1 to June 30. Terms of officers shall coincide with the fiscal year.

Section 6. Association Director.

The IMHCA Association Director is a paid staff person who serves under the general direction of the Executive Committee and in close consultation with the President to implement the programs, procedures, and policies of the Association. The Association Director is a non-voting ex-officio member of the Executive Committee, the Board of Directors, and the Finance Committee. The Executive Committee, in conjunction with the Personnel Committee, will evaluate the Association Director's performance yearly. The Association Director's position description and compensation will be reviewed as part of the annual performance appraisal.

Section 7. Property of the Association.

1. The Association Director shall be the custodian of all records of the Association and shall maintain an inventory of all property of the Association, including the location and possessor of all property not in the possession of the Association Director. In the event the Association should be dissolved, any and all IMHCA property and assets shall be transferred to an appropriate nonprofit organization designated by the Board.
2. Archives. The Association Director will maintain a file of material chronicling the events and activities of the organization for the fiscal year and will send a copy of this archival material annually to the ICA archivist.

Section 8. Conflict of Interest

It is understood that, at times, IMHCA Board members may be faced with dual interests, i.e., they may be in a position to gain financially and/or in influence, as a result of Board decisions. To be more specific, these conflicts of interest are defined as any situation in which an individual member of the IMHCA Board of Directors is in a position to benefit from this official capacity for personal gain.

When this is the case, the Board member is expected to:

1. Disclose to the Board the conflict of interest and the specific nature of it
2. Be absent from Board discussions of the issue
3. Be absent from voting

The imperative for this varies depending upon circumstances, either as common sense ethics, codified ethics, or statute dictates.

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 third party can be brought in to help make an impartial judgment to mitigate the conflict of interest which remains a conflict nonetheless.

ARTICLE VII: MEETINGS

Section 1. Annual Meeting.

The annual meeting of the Illinois Mental Health Counselors Association may take place during the Annual Conference of the Illinois Counseling Association. Announcement of the meeting will be published or in such a manner as to make the information readily available to the general membership in a timely manner, including electronic means of communication. Minutes or summaries of the annual meeting will be published in electronic communications to the members.

Section 2. Board of Directors Meetings.

The Board of Directors will meet at least two (2) times per year, and at such other times as the President may call for, or as may be called for by not less than three (3) members of the Executive Committee. One meeting of the Board may be held in conjunction with the annual Conference of the Illinois Counseling Association, and one meeting will be in conjunction with the IMHCA Annual Conference. Minutes of these meetings will be sent to the Board prior to the next Board meeting and will be made available to the membership on the IMHCA website.

Summaries of the Board's decisions will be reported in the Association's official publication. Board meetings are open to the membership. In special circumstances the Board may move into executive session, which is closed to the general membership, the public, and the Association Director—except by specific invitation—by a 2/3 vote of the members of the Board. Such special circumstances could include personnel matters, litigation or other sensitive issues.

Section 3. Executive Committee Meetings.

The Executive Committee will meet at least once before each Board meeting and at such other times as the President may call for, or as may be called for by at least three (3) members of the Executive Committee. The President shall report to the Board about Executive Committee activity and minutes of these meetings will be presented to the Board members. Executive Committee meetings are closed to the general membership. Members of the Board who are not Executive Committee members may participate in Executive Committee meetings by invitation of the President or by special request of the Board member. Meetings will be held at times and in locations convenient for the members of the Committee. Teleconferencing or other electronic means may be used as a substitute for face-to-face meetings.

Section 4. Committee and Task Force Meetings.

Committees and Task Forces will meet at times and in locations convenient for a majority of the members to attend, subject to the call of the Chair. The Chair of each Committee or Task Force is appointed from the Board of Directors by the President. When the Chair deems it necessary, such committee and task force meetings may be held through electronic means.

ARTICLE VIII: BYLAWS

Section 1. The Process for Changing Bylaws.

1. The Board reviews proposed changes and votes on them. A 2/3 majority is required to pass the Board.
2. Bylaw changes approved by the Board must be submitted to the general membership for a vote. The changes must be published by any or all of the following means of communication: written notice, publication in the Association's official publication or may be distributed electronically. The proposed Bylaws must be published no less than thirty (30) days before a vote is taken. The vote of the general membership will ratify the changes with a simple majority of those voting either by ballot or at a general membership meeting or through electronic means.

Section 2. Publication.

The Bylaws of the Association shall be published on the IMHCA website. All new Board members shall receive a copy of the Bylaws.

ARTICLE IX: PARLIAMENTARIAN AND RULES OF ORDER

Section 1. Parliamentarian.

The President shall have discretionary authority to appoint a member of the IMHCA membership to act as Parliamentarian, whose term of office shall be at the pleasure of the President. The Parliamentarian shall advise the President and other officers on matters affecting parliamentary procedure and passage of legislation, resolutions, motions, amendments, and related matters.

Section 2. Parliamentary Authority.

The parliamentary authority for meetings of the Association will be Robert's Rules of Order, Revised.

ARTICLE X: DISSOLUTION OF THE ORGANIZATION

Dissolution or Sale of Assets

A two-thirds (2/3) vote of the Board of Directors shall be required to dissolve the corporation.

DISSOLUTION. Upon dissolution of the Corporation, the Board of Directors, after paying or making adequate provision for the payment of all of the liabilities of the Corporation, shall distribute any remaining assets to other not-for-profit organizations that enhance the education of mental health professionals. Any assets not so disposed of shall be disposed of by the Circuit Court of DeKalb County, Illinois.

ARTICLE XI: ENACTMENT

This revision of the Bylaws, dated August 2022 rescinds the March 2019 Bylaws of the Association. The March 2019 revisions redescended the Bylaws of the Association dated November 2007. The November 2007 revisions rescinded the Bylaws of the Association dated April 2003.