

**AMENDED AND RESTATED BYLAWS
OF WYOMING COUNSELING ASSOCIATION**

Effective October 2, 2015

**ARTICLE I
NAME**

The name of the corporation is Wyoming Counseling Association (the "Association"). The Association is organized as a nonprofit mutual benefit corporation under the Wyoming Nonprofit Corporation Act (the "Act") and is intended to be the Wyoming Branch of the American Counseling Association (the "ACA").

**ARTICLE II
OBJECT AND POWERS**

Section 1. Object

a) General Purpose.

The Association is organized and will be operated as a business league within the meaning of Internal Revenue Code ARTICLE 501(c) (3), as amended.

b) Specific Purposes.

The specific purposes of the Association are to function as the Wyoming Branch of the ACA and to promote the professional and business interests of professional counselors and therapists engaged in the practice of Professional Counseling, as that term is defined in the Mental Health Professions Practice Act, W.S. 33-38-101 through W.S. 33-38-113, including but not limited to political and professional advocacy for the profession of mental health counselors and therapists, promoting ethical practice of mental health counseling and therapy, promoting diversity and human rights, and advocacy for consumers of mental health counseling.

c) The Wyoming Counseling Association is organized in accordance with and will comply with ACA Bylaws.

Section 2. Powers.

Subject to the foregoing purposes and the requirements of Internal Revenue Code ARTICLE 501(c)(3), the Association has and may exercise all the rights and powers of a nonprofit corporation under the Wyoming Nonprofit Corporation Act.

Section 3. Restrictions.

Notwithstanding any other provision of these Bylaws, including the foregoing statement of purposes and powers, the Association may not engage in any activities or exercise any powers, whether express or implied, that would disqualify the Association as an exempt business league as described in Internal Revenue Code ARTICLE 501(c)(3) or as an exempt organization. The Association does not participate in political campaigning.

ARTICLE III MEMBERS

Section 1. Classes of Members.

The Classes of Members of the Association are as follows:

- a) Professional Members. Professional Members are individuals who are licensed in the practice of Professional Counseling as described in Mental Health Professions Practice Act, W.S. 33-38-101 through W.S. 33-38-113.

- b) Associate Members have full voting rights and include:
 - 1) Provisionally Licensed Counselors. Provisionally Licensed Members are Members who are provisionally licensed by the Wyoming Mental Health Professions Licensing Board.
 - 2) Students. A Student Member is a student at the graduate level in counseling or a closely related field. The Executive Board may require verification of a Student Member's academic status.
 - 3) Retirees. Retired Members are Members who are professionally inactive. Retired Members will maintain all the privileges of Professional Membership.
 - 4) Non-Licensed Professionals. This could include Nationally Certified Counselors (NCC) who are not pursuing a license, Career Development Facilitators (CDF), Global Career Development Facilitators (GCDF), Coaches, and other related professionals.
 - 5) Affiliated Associations. Members of Affiliated Associations, such as the Wyoming School Counselors Association (WySCA) and Wyoming Association of Addiction Professionals (WAAP, a state affiliate of NAADAC), may join as Associate Members.

Section 2. Qualifications.

Wyoming professionals involved in the Counseling Profession as defined in Mental Health Professions Practice Act, W.S. 33-38-101 through W.S. 33-38-113 who apply for membership in the Association, meet the eligibility requirements set forth below, and are approved by the Association's Board of Directors (the "Executive Board") will be the Members of the Association. Members of Corporation are encouraged to become members of the American Counseling Association.

Section 3. Dues or Fees.

The Association Members will establish dues for Membership in the Association, which may vary by class of Membership. Dues may be paid at any time during the year and may be renewed annually. Membership will be discontinued three months after non-payment of dues and may be reinstated by paying dues.

Section 4. Membership Requirements.

Members must satisfy one or more of the following eligibility requirements:

- a) The Member holds at least a Master's degree in a mental health discipline;
- b) The Member is actively employed or previously employed in public or private counseling or mental health setting, or a closely related field;

- c) The Member is eligible for a license by a state regulatory behavioral health board based on completion of academic studies;
- d) The Member is a student enrolled in a graduate program under which, upon completion of the academic studies and internship, the Member will be eligible for a state issued license; or
- e) The Member is an allied professional or person interested in supporting the work of professional counselors and therapists.

Section 5. Disciplinary Procedures.

- a) Revocation by the Executive Board.

The Executive Board may revoke the Membership of any Member for:

- 1) Nonpayment of Membership dues; or
 - 2) Conduct, as determined by the Executive Board, that (a) tends to injure the Association or affect adversely the reputation of the Association, (b) that is contrary to or destructive of the objectives and/or purposes of the Association, or (c) violates the Bylaws or the Code of Ethics of the ACA or the Wyoming Mental Health Professions Licensing Board.
- b) Determination of Grounds for Revocation of Membership. Any Member charged with engaging in any conduct for which the Executive Board could revoke his or her Membership will be given notice of the precise nature of the charge and be given the opportunity to present evidence (through witnesses or otherwise) and the opportunity to confront witnesses, and will have the right to a hearing before the Executive Board.

Section 6. Resignation.

Members have the right to resign at any time by notifying the Secretary in writing, including electronic communication. Members who have resigned, may return in good standing by renewing their membership.

**ARTICLE IV
OFFICERS OF THE ASSOCIATION**

Section 1. Name the Officers.

The officers of the organization shall be the president, president elect, past president, secretary and treasurer. Two persons may serve as co-officers.

- a) President. The office of President is for a one-year term. The President is the chief elected Officer of the Association, will preside at all statewide meetings of the Association, and will be the chair of and preside at meetings of the Executive Board. The President, subject to approval by the Executive Board, will appoint the treasurer and all other committees. The President will perform the duties customary to the office and such additional duties as directed by the Executive Board. The President has primary responsibility to uphold the rules and regulations of the administration of the Association and to promote a program of activities for the Association. The President is the liaison between the Association and the American Counseling Association and is responsible for filing all required reports. The President is responsible for planning the Annual Conference in conjunction with other officers and members.
- a) President-Elect. President-Elect will be elected from the membership at-large and will automatically become President for one year after the commencement of the term of office. The

President-Elect will perform the duties of the President in the absence or incapacity of the President and will perform other duties as assigned by the President. The President-Elect succeeding to the office of President by reason of the death or resignation of the President will serve a full one-year term as President in addition to serving the unexpired term of the resigned or deceased President.

- b) Past President. The Past President will serve for one year following his or her term as President. A Past President may run for the office of President-Elect again. The Past President will perform the duties of the President in the absence or incapacity of the President and the President-Elect.
- b) Interim President. In the event there is no candidate for President, creating a vacancy in the position, the Executive Board will appoint a Past President to serve as “Interim President” until such time as a candidate is elected to serve as President.
- c) Secretary. The Secretary will be elected from the membership at-large for a one-year term and may serve consecutive terms. The Secretary will record all the proceedings of the meetings of the Members and of the Executive Board. The Secretary will perform such duties as are customary to the office, or as delegated by the Executive Board or the President.
- d) Treasurer. The Treasurer will represent the Association in assuring the receipts and expenditures of funds in accordance with the directives established by the Executive Board, and will report the condition of the treasury at Executive Board and Member meetings. If the Executive Board designates a finance committee consisting of members of the Executive Board for purposes of reviewing the preparation of the Annual Budget or an audit committee, the Treasurer will preside over meetings of such committees.

Section 2. Nomination and Election of Officers.

- a) Nomination. Members of the Association may submit nominations for officers via the Association’s website up to one month prior to the election. Nominees’ bios will be posted on the Association’s website.
- b) Election of Officers. Election of Officers by vote of the Members will be conducted annually by ballots and need not be held in connection with the annual Members’ meeting. Members will vote by ballot provided via mail, electronically, or the most efficient method for the greatest return. The candidate for an office receiving the greatest number of votes will be declared elected to that office and will be announced publicly.

Section 3. Eligibility. All officers must be Members of the Association and members of the ACA.

Section 4. Term of office. The term of office for each Officer is one year and will begin at the close of the Annual meeting. Officers may serve successive terms.

Section 5. Removal from office.

The Members, with the approval of a two-thirds vote of the Executive Board, may recall an Officer who fails to maintain the requirements of office, the policies of the Association, or the policies established by the Code of Ethics. A petition for recall must contain signatures of 20 Members in good standing, must contain the reasons for the recall, and must be filed with the Executive Board. A petition for recall will be approved if it obtains the vote of two-thirds of the ballots returned by the Members. A vacancy created by recall will be filled according to ARTICLE IV Sec. 7 of these Bylaws.

Section 6. Resignation.

An Officer may resign at any time by delivering written notice of resignation to the President or Secretary. Such resignation will be effective upon receipt unless it is specified in the notice to be effective at a later time. The Executive Board may reject any postdated resignation by notice in writing to the resigning Officer.

Section 7. Vacancies.

The President, subject to approval by the Executive Board, may appoint a replacement with respect to a vacancy that occurs in the office of Secretary or Treasurer. Such appointment will terminate when the office is filled at the next election of Officers. The President-Elect will fill a vacancy in the office of President. Vacancy in the office of President-Elect will be filled by a special election, subject to approval by the Executive Board.

Section 8. Compensation.

Officers will serve without compensation for their services. An Officer may receive reimbursement for actual and reasonable expenses incurred in performing his or her duties upon the approval of the Executive Board.

ARTICLE V MEETINGS

Section 1. Annual Meeting.

The Association will promote and sponsor at least one membership meeting each year for its Members, the time and place to be designated by the Executive Board. The Secretary will send a call to the meeting 30 days prior to the meeting.

Section 2. Quorum.

A majority of the number of Members present, physically, electronically or by proxy, at the time of a meeting will constitute a quorum for the transaction of business at any meeting.

Section 3. Special Meetings.

Special meetings of the Executive Board may be called by the President or any three Executive Board members then in office. No other business can be transacted except that for which the meeting was called.

Section 4. Cancellation of a Regularly Scheduled Meeting.

If it is necessary to cancel a regularly scheduled meeting due to weather or emergency, an officer will notify Members electronically as quickly as possible. The Executive Board or an assigned committee is responsible for rescheduling the meeting.

Section 5. Electronic and Other Meetings.

The Executive Board may conduct a meeting with Members by conference telephone or other electronic equipment by means of which:

- a) all Members participating in the meeting can simultaneously hear or read each other's communications during the meeting, or
- b) all communications during the meeting are immediately transmitted to each participating Member, and each participating Member is able to immediately send messages to all other

participating Members. Participation in any such meeting will constitute presence in person at the meeting.

**ARTICLE VI
EXECUTIVE BOARDS &
ORGANIZATIONAL STRUCTURE OF THE ASSOCIATION**

Section 1. Board composition.

Based on the nomination and election process described in ARTICLE IV, Sec. 2, the Executive Board will be composed of the following voting (except as noted) members (who may be referred to as the Board Members of the Association):

- a) The President, President-Elect, Past President, Secretary and Treasurer; and
- b) The President of the Wyoming School Counseling Association, President of the Wyoming Association for Addictions Professions, and any other Members appointed by the President and confirmed by the Executive Board to serve in a non-voting, advisory position to aid the Executive Board in its operations.
- c) The Executive Board may also designate such other officers and assistant officers as it deems appropriate, who will have such powers and duties as may be prescribed by the Executive Board.
- d) All voting members of the Executive Board must be members of the ACA.

Section 2. Meetings of the Executive Board.

- a) Regular Meetings. The Executive Board will establish quarterly or other regular meetings of the Executive Board, the specific date, time, and place of which will be determined by the President.
- b) Special Meetings. Special meetings of the Executive Board may be called by the President or any three Executive Board members then in office.
- c) Meetings Open to Members. All meetings of the Executive Board will be open to all Members. Any Member of the Association may present a business item for consideration at any meeting of the Executive Board.
- d) Cancellation of a Regularly Scheduled Meeting. If it is necessary to cancel a regularly scheduled meeting due to weather or emergency, the President or designated officer will notify Officers and Members electronically as quickly as possible. The President will reschedule the meeting.
- e) Action without a Meeting. Any action that is required or permitted to be taken by the Executive Board at a meeting may be taken without a meeting if a consent in writing (including a communication transmitted electronically) setting forth the action is signed (physically or electronically) by all of the Board Members entitled to vote on the matter. The action will be effective on the date when the last signature is placed on the consent.
- f) Meeting by Electronic Communication. The Executive Board may hold a meeting by conference telephone or other electronic equipment by means of which
 - 1) all Board Members participating in the meeting can simultaneously hear or read each other's communications during the meeting, or
 - 2) all communications during the meeting are immediately transmitted to each participating Board Member, and each participating Board Member is able to immediately send messages to all other participating Board Members. Participation in any such meeting will constitute presence in person at the meeting.

- g) Quorum. A majority of the number of Board Members in office at the time of a meeting of the Executive Board will constitute a quorum for the transaction of business at any meeting. The act of a majority of the Board Members present at a meeting at which a quorum is present will be the act of the Executive Board, unless a different number is required by law, the Association's articles of incorporation, or these Bylaws. A minority of the Board Members, in the absence of a quorum, may adjourn and reconvene from time to time but may not transact any business.

Section 3. Removal from Office and Vacancies. Defined in ARTICLE IV, Sections 5 & 6.

Section 4. Duties of the Executive Board.

The Executive Board is the board of directors of the Association and will have all the powers and authority of the board of directors of a nonprofit corporation. The Executive Board of the Association will manage the business and affairs of the Association and exercise or direct the exercise of all corporate powers.

The Executive Board is responsible for the following:

- a) To make management decisions and put them into effect;
- b) To recommend policy decisions and actions and to provide current information for the consideration of the Association Members.
- c) To implement the policies of the Association as determined by the Association Members;
- d) To establish policies to govern the affairs of the President;
- e) To formulate operational policies appropriate for action by the Association;
- f) To be responsible for identifying issues and establishing priorities for professional emphasis pertinent to the Association;
- g) To develop and maintain a communications network with Members, other comparable organizations and the public;
- h) To formulate and adopt a budget for the Association's fiscal year; and
- i) To exercise such other powers and functions as may be necessary or desirable in the best interest of the Association.

ARTICLE VII COMMITTEES

Section 1. Committees.

The President, subject to confirmation by the Executive Board, may designate such Committees as they deem appropriate, and may terminate Committees.

Section 2. Appointment of Committee Members.

The President, subject to confirmation by the Executive Board, will appoint the Chairperson of each Committee (except where these Bylaws direct otherwise). The Chairperson of each Committee will appoint members to the Committee and may at any time fill vacancies in and/or change the size or membership of the Committee.

Section 3. Authority.

Each Committee designated by the President will have and may exercise such powers and authority as may be conferred by the Executive Board, but no Committee will in any event have the power or authority to (a) amend, alter, or repeal these Bylaws or the articles of incorporation, (b) elect, appoint, or remove any Officer, (c) approve dissolution or merger or any sale, pledge, or transfer of all or substantially all of the Association's assets, or (d) authorize any distribution of the assets of the Association. The designation and appointment of any Committees and the delegation to any Committees of authority will not operate to relieve the Executive Board or any individual Director of any responsibility imposed by law.

Section 4. Reports.

Each Committee must submit (a) a written report of its activities and status to the Executive Board prior to each meeting of the Executive Board, and (b) a written annual summary to the President at least 30 days before the end of each fiscal year. The President will report salient developments to the Members.

Section 5. Meetings.

Members of Committees will meet at the call of the President, or by the Chairperson of the Committee, at such place as the President or Chairperson designates after reasonable notice has been given to each Committee member. Each Committee will keep minutes of its proceedings and within a reasonable time after each meeting make a written report to the Executive Board of its actions. Any action that may be taken by a Committee at a meeting may be taken without a meeting if a consent or memorandum of action in writing setting forth the action taken and signed by all members of the Committee entitled to vote on the matter. The action will be effective on the date when the last signature is placed on the consent.

Section 6. Quorum.

A majority of the members of a Committee will constitute a quorum for the transaction of business at any Committee meeting, and any transaction of a Committee will require a majority vote of the quorum present at the meeting.

**ARTICLE VIII
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Revised (by Henry Martin Robert) will govern the proceedings of all bodies of the Association, except where otherwise specified in these Bylaws.

**ARTICLE IX
ASSOCIATION BUSINESS AND FISCAL AFFAIRS**

Section 1. Restrictions.

As set forth in the Association's Amended and Restated Articles of Incorporation, the assets of the Association are irrevocably dedicated to the purposes described in the Articles of Incorporation and these Bylaws, and no part of the net earnings or assets of the Association will inure to the benefit of or be distributed to its Members, Officers, or other private persons, except that the Association will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation.

Section 2. Property Subject to Limitations.

The Association may accept property, subject to special limitations or directions as to the application of such property, provided that such special limitations or directions are not inconsistent with the purposes and limitations of the Association and are for the purpose of carrying out its purposes and objectives.

Section 3. Disposal of Assets upon Dissolution.

In the event the Association ceases to do business and is dissolved, all property and funds remaining after the payment of or provision for the debts of the Association will be distributed by direction of the Executive Board to a corporation, trust, or organization of similar character as defined in ARTICLE 501(c) (3) or 501(c)(6) of the Internal Revenue Code and the corresponding provisions of the revenue laws of the State of Wyoming as they now exist or as they may subsequently be amended.

Section 4. Appropriation of Association Funds.

- a) **Annual Budget.** The Executive Board will adopt an annual budget for all revenues and expenditures of the Association.
- b) **Authority of Executive Board.** No appropriations of Association funds shall be made except pursuant to the direction of the Executive Board.
- c) **Misappropriation.** Any Executive Board Member who knowingly participates in misappropriation of Association funds will be subject to removal from office and dismissal as a Member.

Section 5. Fiscal Year.

The fiscal year and the governance year of the Association is October 1 to September 30.

**ARTICLE X
NONDISCRIMINATION**

It is the express policy of the Association that discrimination against any individual on the basis of age, culture, disability, ethnicity, race, religion / spirituality, gender, gender identity, sexual orientation, marital / partnership status, language preference, socioeconomic status, immigration status or any basis prohibited by law, is prohibited. (2014 ACA Code of Ethics, Sec C.5)

**ARTICLE XI
BYLAWS**

Section 1. Amendment of Bylaws.

These Amended and Restated Bylaws may be further amended and/or restated upon approval by the Executive Board and the Members as provided in this ARTICLE.

Section 2. Procedure for Amendment.

Any proposed amendment approved by a majority of the Executive Board must be submitted by a ballot approved by the Executive Board to the Members with a full and complete summary of the proposed amendment.

Section 3. Executive Board's Deliberations.

Such ballot will be required to be returned within 30 days. If a majority of the Members returning ballots favor the proposed amendment, it will be adopted.

Section 4. Proposed Amendment.

Any proposed amendment submitted at a meeting of the Executive Board, along with the signatures of 30 Members in good standing, must be submitted with the recommendations of the Executive Board to the Members as provided in ARTICLE XI Section 2.

Section 5. The Executive Board may, without Member approval, adopt an amendment to these Bylaws that has as its sole purpose conforming to a change in the ACA Bylaws, provided that the Executive Board expressly concludes that such amendment is conforming only. The President will report the adoption of such a conforming amendment to the Members within 30 days following approval by the Executive Board.

Section 6. Amendments made by the Executive Board shall be de minimus.

ARTICLE XII INDEMNIFICATION OF OFFICERS

Section 1. General.

The Association will to the fullest extent permitted by law indemnify any person who is or was a Director or Officer of the Association against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was an Officer of the Association, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorneys' fees, judgments, fines, costs, and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification is in addition to and not exclusive of any and all other rights to which any such director or officer may be entitled under any statute, bylaw, agreement, or otherwise.

Section 2. Actions by or in the Right of the Association.

In connection with any proceeding brought by or in the right of the Association, the Association may not indemnify any person who is or was an Officer of the Association if such person has been adjudged by a court of law to be liable to the Association, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all of the circumstances of the case such person is fairly and reasonably entitled to indemnity.

Section 3. Self-Interested Transactions.

The Association may not indemnify any person who is or was an Officer of the Association in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.

Section 4. Determination of the Propriety of Indemnification.

The determination that indemnification is proper must be made by the majority vote of a quorum of the Executive Board consisting of the Board Members who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Executive Board, consisting of at least two Board Members who were not parties to the proceeding. If there are not two Board Members who were not parties to the proceeding, the full Executive Board must select special legal counsel to determine whether indemnification is proper.

Section 5. Evaluation of Expenses.

An evaluation as to the reasonableness of expenses must be made by the majority vote of a quorum of the Executive Board consisting of Board Members who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Executive Board, consisting of at least two Board Members who were not parties to the proceeding. If there are not two Board Members who were not parties to the proceeding, the full Executive Board, who were parties to the proceeding, will evaluate the reasonableness of expenses.

Section 6. Notice to the Attorney General.

An Officer may not be indemnified by the Association until 20 days after the effective date of written notice to the Wyoming Attorney General of the proposed indemnification.

Section 7. Advance of Expenses.

Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this article may be advanced by the Association prior to the final disposition of such proceeding if (an) Officer provides written affirmation to the Association of such person's good faith belief that such person satisfies the criteria for indemnification, and (b) the Officer gives the Association a written undertaking to repay the advanced amount if it is ultimately determined that the director or officer is not entitled to indemnification under this article. The undertaking will be a general obligation of the Officer, but need not be secured and may be accepted by the Executive Board without reference to the Officer's financial ability to make repayment.

**ARTICLE XIII
AMENDMENT**

The foregoing restated Bylaws were duly adopted by the Executive Board and the Members on October 2, 2015.

Secretary