

**REVISED 07 NORTH DAKOTA COUNSELING ASSOCIATION  
CONSTITUTION  
(effective 2-3-04)**

**ARTICLE I**

NAME

Section 1. The name of the Association shall be the North Dakota Counseling Association.

Section 2. The Association is organized as a branch of the American Counseling Association.

**ARTICLE II**

PURPOSES

Section 1. The organization advances its mission by:

- (a) promoting public confidence and trust in the professional counseling and human development profession.
- (b) uniting in one-organization persons engaged in any phase of professional counseling and human development.
- (c) maintaining and improving professional standards in the field of counseling and human development in North Dakota.
- (d) encouraging the development of creative programs and activities.
- (e) serving as a central clearing agency for information pertinent to present or contemplated professional counseling and human development activities in North Dakota.
- (f) disseminating information and focusing public attention on legislation in any way affecting professional counseling and human development in North Dakota.

**ARTICLE III**

MEMBERSHIP

Section 1. Any person who is engaged in or has an interest in counseling or human development in North Dakota is eligible to become a member.

Section 2. Members shall be encouraged to apply for membership in the American Counseling Association and one or more other national professional counseling organizations.

## ARTICLE IV

### OFFICERS

Section 1. the officers of the Association shall be President, President-Elect, President-Elect-Elect, and the Past-President. A person elected as President-Elect-Elect shall serve in that office for one year, then serve as President-Elect for one year, then serve as President for one year, and then serve as Past President for one year.

Section 2. The North Dakota Counseling Association President and President-Elect must be active members of the Association and must be members in good standing of the American Counseling Association.

Section 3. The President shall:

- a. serve as the chief executive officer of the Association.
- b. preside at all regular and special meetings of the Association.
- c. preside at Executive Council and Board of Director meetings.
- d. appoint members of Standing committees subject to the approval of the Board of Directors.
- e. serve as an ex-officio member ~~of~~ on all Standing Committees.
- f. appoint special committees when deemed necessary.

Section 4. The President-Elect shall:

- a. assume the responsibilities of the President in that person's absence.
- b. serve as Chair of the Conference Committee.

Section 5. The President-Elect-Elect shall:

- a. assume the responsibilities of the President in the absence of both the President and the President-Elect.
- b. serve as Chair of the Membership Committee.
- c. serve as a member of the Conference Committee.

Section 6. The Past-President shall:

- a. serve as Chair of the Nominating Committee.
- b. Solicit advertising for the annual Conference program booklet.

Section 7. The elected officers will begin to exercise the power of the office the first day of the fiscal year (July 1).

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. The Board of Directors of the Association shall consist of:

- a. the officers of the Association.
- b. the Executive Director.
- c. the directors selected by each division.

Section 2. the Board of Directors of the Association shall:

- a. establish policies to govern the affairs of the Association.
- b. formulate operational policies appropriate for executive action and direct the execution thereof.
- c. grant and revoke Division charters.
- d. develop, promote and execute ~~the~~ plans that have the approval of the Association for promoting the cooperation and/or affiliation of the Association with the other organizations having interests and objectives similar or supplemental to those of the Association, provided that such cooperation and/or affiliation does not weaken or destroy the autonomous existence of the Association.
- e. have the power to appoint a person to fill a vacancy on the Executive Council if normal succession as described in Article IV, Section 1. cannot be carried out.

## ARTICLE VI

### EXECUTIVE COUNCIL

Section 1. The officers shall constitute the Executive Council of the Association.

Section 2. The Executive Council shall have the power to hire and fire the Executive Director.

Section 3. The Executive Council shall act for the Board of Directors within policies as ~~may be~~ established by the Board of Directors. The Executive Council shall function primarily to address those issues, which are necessary for efficient operation of ~~the~~ North Dakota Counseling Association where the time requirement necessitates immediate action.

## ARTICLE VII

### EXECUTIVE DIRECTOR

Section 1. The Executive Director shall be hired by the Executive Council. The term of employment shall be at the will of the Executive Council.

Section 2. The Executive Director shall:

- a. be the Secretary of the Association, shall perform the duties customary to the office of secretary,
- b. be the Treasurer of the Association, shall perform the duties customary to the office of treasurer,
- c. be responsible to transact the Association's day-to-day business activities and operations,
- d. be an Ex-Officio member of the Executive Council.

## **ARTICLE VIII**

### MEETINGS

Section 1. There shall be an annual business meeting of the Association. The Board of Directors shall determine the time and place of the meeting. The meeting shall be part of the annual conference of the Association. The business meeting will be for the purposes of election of officers, voting on By-law changes, hearing reports of Divisions, and transacting other items presented by the members as new business. Votes shall be passed by a simple majority of the members present. Elections shall be by secret ballot with the highest number of votes of members present deciding the election.

## **ARTICLE IX**

### NOMINATIONS AND ELECTION PROCESS

Section 1. Nominations and Election Process

Section 2. The Past-President shall serve as the Nominating Committee Chair. The Past-President shall secure a slate of nominees for the office (President-Elect-Elect) or offices to be filled by election of the members at the annual business meeting. The Past-President shall present the nomination report at the annual meeting. Nominations from the floor shall be called for by the NDCA President. The election shall follow. Unless a candidate is unopposed, all elections shall be by secret ballot.

## **ARTICLE X**

### DUES AND FISCAL YEAR

Section 1. The fiscal year shall be from July 1 through June 30.

Section 2. The membership year shall be from January 1 through December 31.

Section 3. Dues of the Association for the membership year shall be established by a simple majority of the membership present and voting at the annual business meeting.

## **ARTICLE XI**

### AMENDMENTS

Section 1. The Bylaws may be amended at the annual business meeting by a simple majority vote of those present and voting.

Section 2. All proposed amendments of the Bylaws must be submitted in writing to the Board of Directors at least sixty days prior to the annual meeting for its study and recommendation.

Section 3. The Board of Directors shall submit proposed amendments to the Constitution and Bylaws in writing to the membership along with the recommendation of the majority of the board and any dissent thereto at the annual meeting.

### **STATEMENT OF INDEMNIFICATION**

Section 1. The Association (NDCA) will indemnify the officers and directors to the extent permitted by state law.

Adopted:	December 15, 1956
Amended:	November 13, 1958
New Revision Finalized:	February 15, 1985
Name Change:	February 15, 1985
New Revision Finalized:	February 14, 1989
Amended:	February 11, 1992
Amended:	April 30, 1993
New Revision Finalized:	February 11, 1998
Name Change:	February 11, 1998
New Revision Finalized:	July 20, 1999
Revision/Update:	February ??, 2002
Revised:	February 3, 2004