



**AASCB Bylaws**  
*Updated November 2021*

**PREAMBLE**

This association is dedicated to the concept that individuals who have demonstrated competence to render counseling services are entitled to be licensed, certified, or registered as counselors by its member boards. AASCB is committed to serving the counseling regulatory community by supporting initiatives that are in the best interest of the public.

**ARTICLE I**

*Name*

The name of this association shall be the American Association of State Counseling Boards, hereinafter referred to as the Association.

**ARTICLE II**

*Mission*

AASCB promotes regulatory excellence in the counseling profession by providing leadership, education, and service to our Member Boards.

*Vision*

As the national organization for counseling licensure regulatory matters, AASCB strives to achieve a world where the counseling profession is recognized as a central change agent for mental health and wellness, enabling all people to achieve wellness and reach their full potential.

The purposes of the Association include:

A. To facilitate communication among its Member Boards and provide a forum for exchange of information and ideas among Member Boards concerning licensing, registration, and certification of counselors.

B. To encourage and aid collaborative efforts among Member Boards in developing standards and procedures for the regulation of counseling toward the goal of simplifying and standardizing the licensure process.

C. To represent the opinions of Member Boards in serving to protect the public in those matters related to the rendering of counseling services. Such opinions may be represented to other counseling organizations; to legislative, judicial, regulatory, or executive governmental bodies;

and to other groups or associations whose areas of interest may coincide with those of Member Boards.

D. To provide assistance to Member Boards in fulfilling statutory, professional, public, and ethical obligations in regulation.

E. To engage in and encourage research in matters related to the regulation of counseling.

F. To engage in any activities related to its purposes deemed appropriate by the Delegate Assembly of the Association.

### **ARTICLE III**

#### *Voting/Non Voting Membership*

##### Section 1

###### *Member Boards*

Those regulatory entities which are established and empowered under the laws of a state to administer or advise programs for the registration, certification, or licensure of counselors in their respective states are eligible for voting membership in the Association and shall be referred to as Member Boards. In this context, the term State shall mean any of the states of the United States of America, the District of Columbia, and territories and insular possessions of the United States of America. In accordance with the Bylaws of the Association, the Executive Board of the Association shall admit one regulatory entity from each state into voting membership in the Association at any time, upon receipt of appropriate written evidence that the entity conforms to the above definition and subscribes, in principle, to the purposes of the association.

##### Section 2

###### *Delegate Assembly*

The affairs of the Association shall be governed by a Delegate Assembly comprised of two Delegates representing each of the Association's Member Boards.

##### Section 3

###### *Delegates*

Each Member Board shall be represented in the affairs of the Association by two Delegates chosen by the Member Board. An officer of the Association may also serve as a Delegate. The Delegate shall be seated by the Secretary of the Association at any time upon receipt of appropriate credentials from the Member Board and shall serve until replaced by action of the Member Board. Each Member Board shall have two votes in the Delegate Assembly. In the event only one delegate is present, that delegate may cast two votes.

##### Section 4

###### *Nonvoting Membership*

Categories of nonvoting members shall include the following: Organizational Affiliates, Lifetime Members, and alternate delegates.

### **ARTICLE IV**

#### *Membership*

## Section 1

### *Alternate Delegates*

Each Member Board may name an Alternate Delegate who may attend meetings of the Association and participate in its deliberations without vote. The Alternate Delegate may be chosen by the Member Board in such manner and for such terms of office as the Member Board elects. In the absence of a Delegate, an Alternate Delegate shall be seated by the Secretary of the Association as the Delegate pro-tem, without vote.

## Section 2

### *Organizational Affiliates*

Any national professional counseling association or organization that subscribes in principle to the purposes of AASCB and pays the stated dues may apply for and may be granted organizational affiliate status. Each Organizational Affiliate shall select a representative in such a manner and for such a term as the Organizational Affiliate elects. Organizational Affiliate representatives may provide advice and counsel to the Delegates and officers of the Association. Such Organizational Affiliate representatives will have no vote, nor shall they be eligible to be elected to office.

## Section 3

### *Lifetime Members*

Any person who has rendered extraordinary service to the Association and/or the field of counselor regulation who the Association desires to honor may be elected to Lifetime Member status. Lifetime Members may provide advice and counsel to the Delegates and officers of the Association. Such Lifetime Members will have no vote, nor shall they be eligible to be elected to office, unless they meet election qualifications as defined in Article VIII, Section 3.

## **ARTICLE V**

### *Dues*

A. The annual dues for all active Member Boards and Organizational Affiliates shall be decided by the Executive Board.

B. The Association, upon written request of a Member Board, may waive payment of membership dues if the state is unable to pay dues because of state statute, regulation, policy, or inadequacy of funds. Such waiver may be granted by the President, subject to confirmation by the Delegate Assembly at its next meeting.

C. Lifetime Members shall not be required to pay dues.

D. Dues paid by Member Boards entitle each Member Board to two Delegates or two Alternate Delegates. Alternate Delegate shall be seated by the Secretary of the Association as the delegate pro-tem without vote.

E. All dues of this Association shall be paid to the Executive Director on or before July 1 of each year for the next year following.

F. The fiscal year of the Association shall be July 1 through June 30.

## **ARTICLE VI**

### *Membership Termination*

A. Voting membership in the Association may be terminated at any time by action of the Executive Board.

B. Voting or nonvoting membership shall be terminated for cause when so ordered by a two-thirds (2/3) majority of Delegates present and voting at any meeting of the Association at which a quorum is present. Written notice that termination is to be considered and the cause for the action shall be sent by the Secretary of the Association to all Delegates and to the Member Boards not less than ninety (90) days prior to the meeting. The Member Board, Organizational Affiliate, or Lifetime Member in question shall have the opportunity to be heard, with representation by counsel, before the vote is taken.

C. A Member Board that fails to pay its dues by September 1 of each year shall cause the suspension of that Member Board Delegate's right to vote unless the dues of the Member Board are waived under ARTICLE V (B).

D. Member Boards and Organizational Affiliates that fail to pay their dues shall be automatically terminated if such dues are not paid by ninety (90) days from the date they are due.

E. Member Boards and Organizational Affiliates that have terminated membership in good standing or that have forfeited membership by nonpayment of dues may be reinstated by the Executive Board of the Association upon payment of the current year's dues.

## **ARTICLE VII**

### *Powers*

#### Section 1

##### *Legislative*

The legislative powers of the Association, including the power to amend the Articles of Incorporation and the Bylaws and to specify methods of voting, are vested in the Delegate Assembly at any annual or special meeting.

#### Section 2

##### *General*

The Association so voting may promulgate policies and recommend procedures relative to the regulation of counselors and to the evaluation of applicants therefore and make recommendations to regulatory agencies or counseling organizations.

## **ARTICLE VIII**

### *Officers*

#### Section 1

##### *Executive Board*

The affairs, business, government, and management of this Association shall be vested in the Executive Board. The Executive Board shall be empowered to make applications and accept grants and gifts from foundations, institutions, and individuals, or enter into contracts allowing it to carry out its managerial and administrative functions.

## Section 2

### *Executive Board\_Members*

The Executive Board shall consist of six (6) members, these being the President, President-Elect, Past President, Secretary, Treasurer and a State Board Administrator Representative. These officers shall have full voting privileges at each meeting of the Executive Board. In addition, the AASCB Executive Director shall be a nonvoting ad hoc member. Officers shall not vote in the Delegate Assembly unless said officer is the voting delegate of a Member Board.

## Section 3

### *Qualifications for Election as Officers*

To be qualified for election as an officer of the Association, the officer must, when elected, be a current board member, recent board member, or State Board Administrator Representative of a member board. A recent board member is defined as a board member whose term ended within one (1) year of the date of acceptance as a nominee for a position as an officer of the Association. A State Board Administrator Representative is defined as an individual who serves in a key leadership position with a high degree of responsibility for his/her member board. A State Board Administrator Representative may only serve as an officer of the Association upon written approval of his/her member board. Officers may serve their elected terms, however, even if their status changes after they are elected.

## Section 4

### *Elections*

- A. Officers shall be elected at the annual meeting of the Association by ballot of the Delegate Assembly from nominations submitted by the Nominating Committee or by nominations by Delegates at the annual meeting.
- B. Responsibilities of Nominees
  1. Nominees are to conduct their campaign in the spirit of fairness and respect, and with decorum. Nominees may submit the following documents to the Chair of the Nominating Committee for distribution to the delegates. No other paper, email, giveaways, or other campaigning information shall be distributed to delegates.
    - a. Candidate's Speech: Each candidate shall deliver a speech less than 5 minutes in length related to their qualifications and goals at the annual meeting. NO endorsements by the association or delegates shall be made.
    - b. State of Candidacy: A candidate may submit copies of a one page Candidates Statement of Qualification and Goals to the Chair of the Nominating Committee or his/her designee on the day of the speech for distribution to the delegates. Only a photograph of the nominee may be placed on the copy. Summaries of candidates nominated from the floor will be distributed as soon as possible to the delegates following receipt of such statement from the nominee.
  2. Violation of these responsibilities shall be reviewed by the Nominations Committee and recommendations are made to the Executive Board. Decisions may include but are not limited to withdrawal from nomination. Any decisions of the Executive Board, with regard to such violations are considered final.
- C. The Nominating Committee

The Chair of the Nominating Committee shall be the immediate Past-President who shall appoint as least two additional committee members who represent a broad view of the association and are not candidates. Responsibilities of the Nominating Committee include:

1. Work with the Executive Board to announce elections in advance, distribute policies and procedures and prepare a slate of officers and promote the nominations process.
2. Conduct nominations at the business meeting in accordance with policies and procedures.
3. Organize an event for delegates to meet and speak with candidates during the annual conference.
4. Conduct the election process and report votes to the Executive Director
  - a. Notify all delegates of any changes in procedures, events or any candidate's status.
  - b. Assure that all voting delegates have signed in according to procedure prior to voting.
  - c. Assure all ballots indicate the name and home state of the nominee.
  - d. Collect and count ballots only from delegates, and certify election results.
  - e. Secure the ballots and campaign information for at least 60 days.

## Section 5

### *Terms of Office*

A. The regular term of all officers shall commence on July 1 following their election at the previous annual meeting. All officers shall serve as specified in these Bylaws until a successor is elected and qualified, subject to restrictions found in these Bylaws.

B. The President-Elect shall be elected annually to serve a term of one (1) year and shall succeed to the Office of President for one (1) year following and to the office of Past President for the next succeeding one (1) year.

C. The Secretary shall be elected on even numbered years to serve a term of two (2) years.

D. The Treasurer shall be elected on odd numbered years to serve a term of two (2) years.

E. The State Board Administrator Representative shall be elected on even numbered years to serve a term of two (2) years.

F. Officers may be elected to succeed themselves but may serve no more than two (2) consecutive terms in the same office. For the purposes of this paragraph only, President-Elect, President, and Past President are considered one office.

G. No officer shall hold more than one office at any one time.

## Section 6

### *Vacancies*

A. In the event a vacancy occurs for any reason before the expiration of the term of President, said office shall be filled by the President-Elect who shall serve as President the remainder of the predecessor's term and the term for which elected.

- B. In the event a vacancy occurs in the office of President-Elect, the remainder of that one year in office shall be filled by a qualified person appointed by the President and ratified by the Executive Board. If the President is not then serving an unexpired term of a predecessor, a President and a President-Elect will be elected at the next annual business meeting.
- C. In the event a vacancy occurs in the offices of Past President, Secretary, Treasurer, the office shall be filled by a qualified person appointed by the President. Any such appointed officer shall serve the remainder of the term of office of the predecessor.
- D. In the event of a vacancy that occurs for the office of the State Board Administrator Representative, the office shall be filled by a qualified person appointed by the President, as Representative. Any such appointed officer shall serve the remainder of the term of office of the predecessor.

## **ARTICLE IX**

### *Duties and Powers*

#### Section 1

##### *Officers*

In addition to the duties and powers provided in these Bylaws, the officers of the Association shall have the following powers:

- A. The President shall preside at all meetings and gatherings of the Association and of the Executive Board, subject to the directives of the Association and of the Executive Board; the President may represent the Association, appoint committees, authorize expenditures, and perform such other duties as required to carry out the policies and serve the purposes of the Association. In addition, the President shall appoint a parliamentarian to preside over all meetings of the association.
- B. The President-Elect shall assist the President in the discharge of presidential duties, shall officiate for the President during an absence or incapacity or at the President's request, assist the President with conference preparations, and perform such other duties as may be directed by the President and/or the Executive Board.
- C. The Past President shall assist the President in the discharge of presidential duties, shall serve as Chair of the Nominating Committee, and perform such other duties as directed by the President and/or Executive Board.
- D. The Secretary shall record minutes of all proceedings of the Association and of the Executive Board. All minutes shall be distributed to the Executive Board within 30 days of all proceedings. In addition, the secretary shall perform such other duties as may be directed by the President and/or the Executive Board.
- E. The Treasurer shall authorize the disbursement of Association funds; assist the Executive Director in the preparation of the annual budget; oversee the financial reporting, and perform such other duties as may be directed by the President and/or the Executive Board.

F. The State Board Administrator Representative shall be a staff member of the licensing board and represent the concerns of the State Board Administrators' Group and perform such other duties as may be directed by the President and/or the Executive Board.

## Section 2

### *Executive Director*

- A. The Association, at the recommendation of the Executive Board, may employ an Executive Director who shall provide Central Office services.
- B. The Executive Director will perform duties outlined in the management services agreement.

## Section 3

### *Executive Board Meetings*

- A. The Executive Board shall meet at the call of the President.
- B. The President must call a meeting of the Executive Board within ninety (90) days after receiving a written request for a meeting from two (2) or more members of the Executive Board.
- C. Three (3) members of the Executive Board shall constitute a quorum.

## Section 4

### *Removal of Executive Board Members*

An officer may be removed from office prior to the end of that person's term by majority vote of the Executive Board.

## **ARTICLE X**

### *Membership Meetings*

#### Section 1

##### *Annual Business Meeting*

The Annual Business Meeting of the Delegate Assembly shall be held each year at the annual conference.

#### Section 2

##### *Special Meetings*

Special meetings of the Delegate Assembly may be called by the President at any time with the approval of a majority of the Executive Board.

#### Section 3

##### *Notices*

Notices of all annual meetings and special meetings shall be posted on the website and disseminated via the list serv to the Member Boards not less than ninety (90) days prior to the meeting date.

#### Section 4

##### *Quorum*



- A. One-half of the Delegates present at the annual conference shall constitute a quorum for the transaction of business at Annual Business Meeting.
- B. In the absence of a quorum, those in attendance may proceed with the business of the Annual Business Meeting but any action taken will become official only after a mail ballot in which the action is ratified by a majority of all Delegates.

#### Section 5

##### *Conduct of Meetings*

In the absence of any provisions in the Articles of Incorporation and/or these Bylaws to the contrary, all meetings of the Delegate Assembly, of the Executive Board, and of any other committee created by the Association shall be governed by the parliamentary rules and usages contained in the then current edition of Robert's Rules of Order.

### **ARTICLE XI**

#### *Committees*

##### Section 1

##### *Authorization*

- A. Such committees as are necessary to carry out the functions of the Association may be created by the Delegate Assembly at any meeting, by the Executive Board, or by the President.
- B. All committee chairs and members shall be appointed by the incoming President and committee chairs and members shall be appointed each February 1 by the incoming President. Committee chairs and members shall serve until December 31 or until the committee's charges have been completed and the President has declared the committee dissolved.

##### Section 2

##### *Committee Functions*

- A. Such committees shall address the charges given to them by the Association, the Executive Board, or the President.
- B. Each committee shall report back to the Executive Board upon completion of its charges and at such other interim times as may be directed by the President or the Executive Board.

### **ARTICLE XII**

#### *Amendments*

- A. These Bylaws may be amended at any meeting of the Annual Business Meeting at which a quorum is present by a two-thirds (2/3) majority of the Delegates present and voting.
- B. At the Annual Business Meeting where a quorum is not present, the Bylaws may be amended by a mail ballot in which the amendment proposed at said meeting is ratified by a two-thirds (2/3) majority of all Delegates.

- C. These Bylaws may be amended provided that any proposed amendment shall have been transmitted in writing by the Secretary of the Association to all Delegates and to all Member Boards not less than thirty (30) days prior to the meeting at which it is to be acted upon.
- D. These Bylaws may be amended at the Annual Business Meeting without previous notice by ninety (90%) percent of all Delegates present and voting, providing the proposed amendment has been distributed in formal written form at the opening business meeting of the Association's annual conference after the seating of the Delegates.
- E. Amendments may be proposed by any officer, Delegate, or Alternate Delegate whose proposal is submitted in writing to the Secretary of the Association.

### **ARTICLE XIII**

#### *Whistleblower Policy*

The purpose of the Whistleblower Policy is to (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Association; (2) specifies that the Association will protect the person from retaliation; and (3) identifies where such information can be reported.

- A. Encouragement of reporting. The Association encourages complaints, reports or inquiries about illegal practices or serious violations of the Association's policies, including illegal or improper conduct by the Association itself, by its leadership, or by others on its behalf. Appropriate subjects to broach under this policy would include financial improprieties, accounting or audit matters, business ethics violations, or other similar illegal or improper practices or policies. If the Association has an existing complaint mechanism, the issue should be addressed under that mechanism, such as raising matters of alleged discrimination or harassment via the Association's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.
- B. Protection from retaliation. AASCB prohibits retaliation by or on behalf of the Association against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. AASCB reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.
- C. Where to report. Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the basis for the complaints, reports or inquiries. They should be directed to the Executive Director or the President; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the Past President. The Association will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the association may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

### **ARTICLE XIV**

#### *Conflict of Interest*

The AASCB Executive Board, Committee Chairs, and Management Services contractor must avoid a conflict of interest with respect to their fiduciary responsibility and their role as a leader of the association. When the association leadership is deciding upon an issue about which a member has an unavoidable conflict of interest, that member shall absent him or herself from the vote. The member may absent him/herself from the deliberation when appropriate. AASCB Leaders will disclose any personal or business involvement with other organizations, with vendors, or any other entities that might pose a conflict.

## **ARTICLE XV**

### *Drug-Free Policy*

The American Association of State Counseling Boards promotes a drug-free workplace. As required by the Drug-Free Workplace Act of 1988, AASCB adopts the following policy:

- A. Publishing a statement notifying contractors and their employees that the unlawful manufacture, distribution, dispensing, possession, or use of a controlled substance is prohibited in the AASCB workplace and specifying the actions that will be taken against contractors/employees for violation of such prohibition;
- B. Establishing an on-going drug-free awareness program to inform employees about:
  1. The dangers of drug abuse in the workplace;
  2. AASCB's policy of maintaining a drug-free workplace;
  3. Any available drug counseling, rehabilitation, and employee assistance programs;
  4. The penalties that may be imposed upon employees or contractors for drug abuse violations occurring in the workplace;
  5. Making it a requirement that each employee/contractor to be engaged in the performance of AASCB management services or/and the various cooperative agreements is given a copy of the published statement;
  6. Notifying the employee/contractor in the statement required by paragraph 1 above that, as a condition of employment for AASCB and various cooperative agreements, the employee/contractor will:
    - a. Abide by the terms of the published statement
    - b. Notify the Executive Director in writing of his or her conviction for a violation of a criminal drug statute occurring in the workplace no later than five calendar days under such conviction
    - c. Notify the AASCB President, in writing, within 10 calendar days after receiving notice of conviction. The AASCB President will then notify the applicable federal agencies with which cooperative agreements are held of such conviction;
  7. Taking one of the following actions, within 30 calendar days of receiving notice;
  8. Taking appropriate personnel action against such an employee/contractor, up to and including termination, consistent with the requirement of the Rehabilitation Act of 1973, as amended or;
  9. Requiring such employee/contractor to participate satisfactorily in a drug abuse assistance or rehabilitation program approved for such purposes by a federal, state, or local health, law enforcement, or other appropriate agency;
  10. Making a good faith effort to continue to maintain a drug-free workplace through implementation of the above policies.

This policy is for work that is performed at:

American Association of State Counseling Boards  
AASCB Headquarters  
108 Wind Haven Drive, Suite A,  
Nicholasville, KY 40356  
[www.aascb.org](http://www.aascb.org)