

**BYLAWS  
of the  
INTERNATIONAL ASSOCIATION OF COUNSELING SERVICES, INC.**

**ARTICLE I.  
NAME AND LOCATION**

**Section I. NAME:** The official name of the Association shall be the INTERNATIONAL ASSOCIATION OF COUNSELING SERVICES, INC (IACS), a nonprofit corporation, incorporated in the District of Columbia and the Commonwealth of Virginia.

**Section II. LOCATION:** Offices of the Association shall be in Alexandria, Virginia, and/or in such other locations as may be determined by the Board of Directors.

**ARTICLE II  
OBJECTIVES**

The objectives of the Association shall be:

- (1) To advance the professional development of counseling centers by establishing and encouraging high standards of professional performance and conduct.
- (2) To develop standards, policies, procedures, and principles for evaluating and accrediting counseling centers, not the counseling staff of those agencies.
- (3) To provide methods or procedures for assisting centers to meet established IACS Standards.
- (4) To build public goodwill, confidence, and knowledge of the counseling profession by educating the consumer and the public in the advancement, improvement, and uses of counseling centers.
- (5) To foster professional cooperation and communication among counseling centers operating in a variety of settings by providing opportunity for exchange of experience and opinions through discussion, study, and publications. However, it is not an objective of this Association to handle consumer or staff complaints against a specific center or centers.

**ARTICLE III  
NONDISCRIMINATION**

The International Association of Counseling Services, Inc. does not discriminate based on age, color, disability, gender, gender identity, gender expression, sexual orientation, national origin, political affiliation, race, religion, genetic information, or veteran status in its hiring or promotion of paid or unpaid staff, including, but not limited to, officers of the Association, members of the Board of Accreditation, central office staff members, or field visitors.

Furthermore, the Association encourages participation in Association activities by members of traditionally underserved groups in all positions for which they are eligible.

## **ARTICLE IV MEMBERSHIP**

**Section 1. MEMBERSHIP:** The Association shall include only those university, college and community college counseling centers which are engaged in a counseling function and which are accredited at one of the levels noted below in Section 3.

**Section 2: MEMBER CENTERS:** Center must make application, be evaluated, and be granted an accreditation status to become Member Centers. Criteria for evaluation and accreditation shall be developed by the Board of Accreditation.

**Section 3. ACCREDITATION STATUSES:** Centers may be granted one of three accreditation statuses:

a. **Full Accreditation** may be granted a center which satisfactorily meets IACS Standards established for the counseling setting. Accredited centers will be reviewed and re-evaluated every eight (8) years which will include a mandatory field visit.

b. **Provisional Accreditation** may be granted a center which, upon initial review, is in accord with a majority of the Standards but is given up to three (3) additional years from the date of the initial Provisional assignment to sufficiently meet the Standards to be granted Full Accreditation status. During the intervening years, the center must submit IACS Annual Report materials.

c. **Probationary Status** is granted a center which has been accredited, but which currently is not in satisfactory compliance with established Standards. Probationary status is granted normally for a period of one (1) year, but the Chair of the Board of Accreditation may grant an extension. Centers which are not removed from Probationary status within the given time frame will be dropped from membership.

**Section 4. APPLICATION FOR ACCREDITATION:** University, college, and community college centers engaged in a psychological counseling functions may apply. A responsible officer, e.g., a director, of a counseling center shall complete and sign the application form provided by the Association and shall submit it along with the appropriate fees to the IACS office located at 101 S. Whiting Street, Suite 211, Alexandria, VA 22304.

**Section 5. REVIEW AND EVALUATION OF APPLICATIONS:** Applications will be reviewed by the Board of Accreditation. Applicant centers may be granted or may be denied an accredited status.

**Section 6. REVIEW OF ACCREDITED CENTERS:** Accredited centers shall be re-evaluated every eight (8) years from the date of the last full evaluation/re-evaluation. During the intervening years, each accredited center shall submit Annual Report materials, noting

significant changes occurring in the preceding year, and including a Current Staff Report, and an Abbreviated Vita for each new professional staff member. These documents shall be submitted to the Association office for review by the Board of Accreditation.

**Section 7. DENIAL OF ACCREDITATION:** Any new applicant center may be denied accreditation status; any Provisionally Accredited Center, Accredited Center on Probationary Status may, upon reevaluation, be denied a continuation of that or any other accredited status. Counseling centers denied an accredited status may reapply as a new applicant at a later date and will undergo the usual process of review and evaluation by the Board of Accreditation.

**Section 8. SUSPENSION AND TERMINATION:** Any accredited counseling center may be suspended or terminated for cause. Sufficient cause, other than non-payment of fees, shall include a violation of the Bylaws or any lawful rule or practice duly adopted by the Association, or any conduct prejudicial to the interests and/or objectives of the Association. Action to suspend or terminate shall be taken by the Board of Accreditation. Failure to submit required materials in a timely manner may result in suspension of accreditation.

**Section 9. RIGHT OF APPEAL:** Denial of accredited status or decision to suspend or terminate accreditation may be appealed according to the following procedures:

a. The Board of Accreditation will review, and may reconsider an accreditation, suspension, or termination decision upon formal request for review by the principal officer of the affected center. The request for review, specifying the alleged error or other considerations to which exception is taken, must be filed with the Chairperson of the Board of Accreditation within sixty (60) days of notice of the action. The Board of Accreditation will report its review decision to the Board of Directors.

b. Appeal of the Board of Accreditation review decision may be made to the Board of Directors on grounds of competence or procedure. Such an appeal must be filed with the President of the Association within sixty (60) days of notification of the review decision, citing considerations to justify the appeal. After investigation, the Board of Directors will either sustain the Board of Accreditation decision or remand the case to the Board of Accreditation for re-evaluation under stipulated instructions in each case. In the latter case the Board of Accreditation will report its findings to the Board of Directors for a final decision.

**Section 10. COUNSELING CENTER REPRESENTATIVE** Each accredited counseling center shall appoint its director or designate and certify to the Association via the IACS Office; this person shall be the center's representative to the Association, and who shall act for the center. Termination of employment of the designated representative shall result in termination of the representation; the counseling service may then appoint and certify a new representative.

## **ARTICLE V FEES**

**Section 1. ESTABLISHMENT OF FEES:** All fees shall be established by the Board of Directors. The Board of Accreditation may not collect fees or assess charges, except as approved by the Board of Directors.

**Section 2: EVALUATION FEES:** Annual accreditation fees and those fees for the evaluation of counseling centers seeking accreditation, re-accreditation or review for change in status are set by the Association's Board of Directors, and shall be consistent with the proper operation of the evaluation and accreditation process. Fees so set must accompany applications for accreditation, and are non-refundable.

**Section 3: DELINQUENCY.** Any member center delinquent in Association fees for a period of sixty (60) days shall be notified of such delinquency and shall be subject to suspension. If payment of fees is not made within thirty (30) days, the center shall be dropped from the rolls and thereupon forfeit all rights and privileges unless the member center appeals to Executive Committee and receives a time-limited waiver.

**Section 4. REFUNDS:** No fees shall be refunded.

## **ARTICLE VI BOARD OF ACCREDITATION**

**Section 1. RESPONSIBILITIES OF THE BOARD OF ACCREDITATION:** The Board of Accreditation shall be charged with the responsibility for re-evaluating accredited centers and new applicant centers, the counseling functions of which fall within its purview. In fulfilling these responsibilities, the Board of Accreditation shall:

- a. Develop and periodically review and/or revise Standards for evaluation of university, college, and community college counseling centers;
- b. Follow administrative procedures governing field visits;
- c. Review carefully all material relevant to the evaluation center;
- d. Communicate in a timely manner with applicant centers regarding evaluation procedures and results, and conduct the appropriate reviews of those centers;
- e. Conduct periodic reviews of fully accredited centers and centers on provisional status as required, and conduct reviews of provisional and probationary centers within the time limits allowed for those reviews; and
- f. Report annually to the Board of Directors on activities and operations of the Board of Accreditation.

**Section 2. COMPOSITION OF THE BOARD OF ACCREDITATION:** Board of Accreditation Members must be employees of an IACS accredited center and actively engaged in counseling functions.

**Section 3. SELECTION OF BOARD OF ACCREDITATION MEMBERS:** Annually, the Board of Accreditation Chairperson will invite suggestions from fellow Board Members and the Executive Director for candidates to replace a Board of Accreditation Member whose place on the Board is vacant or about to expire. The Chair shall then nominate candidates for the required positions and these candidates will then be reviewed by the Board of Directors for ratification or election. Candidates so selected will serve for a three (3) year term as a Board Reviewer, and will be eligible to serve one (1) additional three (3) year term at the discretion of the Board of Accreditation Chairperson.

**Section 4. OFFICERS OF BOARD OF ACCREDITATION:** The Board of Directors shall appoint a Vice Chairperson from among the Board of Accreditation Members whose term of office shall be four (4) years: one year as Vice Chair on the Board of Accreditation and Director on the Board of Directors; one year as Chair of the Board of Accreditation and Vice President on the Board of Directors; the third year as President of the Association; and the fourth year as the Immediate Past President of the Association. The Board of Directors will also appoint two (2) Members of the Board of Accreditation to serve in a dual role as Annual Review Officers on the Board of Accreditation and as Directors on the Board of Directors. Their term of office will be the same as their term on the Board of Accreditation. If any additional officers are required, the qualifications for those officers, and the method of their selection shall be determined by the Board of Accreditation.

**Section 5. VACANCIES ON BOARD OF ACCREDITATION:** A vacancy on the Board of Accreditation shall occur upon the resignation of a Board member or upon the resignation of the member from the professional staff of the accredited center they represented. Any vacancy occurring on the Board of Accreditation before expiration of a term of office shall be filled by the Board of Accreditation. A Board of Accreditation member so selected shall serve their own full term. If a vacancy cannot be filled by the Board of Accreditation, this then becomes the responsibility of the President of the Association.

**Section 6. MEETINGS OF BOARD OF ACCREDITATION:** The Board of Accreditation shall meet at least once a year.

**Section 7. FORMATION OF NEW BOARDS OF ACCREDITATION:** New Board of Accreditations representing other specialized counseling settings may be established by the Board of Directors after appropriate criteria for each new counseling setting has been developed by a Task Force of individuals from the new counseling setting. Criteria so developed shall be reviewed and must be approved by the Board of Directors.

## **ARTICLE VII BOARD OF DIRECTORS**

**Section 1. AUTHORITY AND RESPONSIBILITY:** The Board of Directors is the governing body of the Association and shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies and changes therein; and shall actively prosecute its objectives and supervise the disbursement of its funds. The Board of Directors shall set standards for membership in the Association. It shall establish and monitor minimum standards for evaluation and accreditation and shall ratify administrative and member selection procedures adopted by the Board of Accreditation. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

**Section 2. COMPOSITION OF THE BOARD OF DIRECTORS:** The Board of Directors shall consist of the President; the Immediate Past President; the Chairperson of the Board of Accreditation who shall serve as Vice President of the Board of Directors; the Vice Chair of the Board of Accreditation; and the two (2) Annual Review Officers on the Board of Accreditation will represent the Association Membership as Directors on the Board of Directors. The Treasurer shall be an ex-officio member without vote.

**Section 3. QUORUM OF THE BOARD:** At any meeting of the Board of Directors, a majority of the whole Board shall constitute a quorum for the transaction of the business of the Association, and any such business transacted shall be valid providing it is affirmed by a majority of those present.

**Section 4. MEETINGS OF THE BOARD OF DIRECTORS:** The Board shall meet annually and may also meet in special session upon call of the President at such time and place as the President designates. The business to be transacted at any special meeting of the Board, including conference calls, shall be stated in the notice thereof, and no other business may be transacted at that time. Notice of all meetings of the Board of Directors shall be sent, either by email or US Postal Service, to each member of the Board at their last recorded address at least fourteen (14) days in advance of such meetings.

**Section 5. VOTING:** Voting rights of a member of the Board may not be delegated to another nor exercised by proxy.

**Section 6. ABSENCE:** Any Officer or Representative who shall have been absent from two (2) consecutive regular meetings of the Board of Directors shall automatically vacate their seat on the Board of Directors, and the vacancy shall be filled as provided by the Bylaws; however, the Board of Directors shall consider each absence as a separate circumstance and may expressly waive an absence by affirmative vote of a majority of its members.

**Section 7. VACANCIES AND REMOVAL:** Any vacancy occurring on the Board of Directors between annual meetings of the Board shall be filled by the Board of Directors. A member of the Board so elected to fill a vacancy shall serve the unexpired term of their predecessor. The Board may remove any Board Member for cause by affirmative vote of two-thirds of its members.

**Section 8. BOARD ELIGIBILITY AND RESIGNATION PROCEDURES:** When a member of the Board of Directors provides notice (or it comes to the attention of the Board) that they can no longer fulfill their Board responsibilities or term of office, or that they are no longer eligible to serve on the Board, that member should inform in writing the President of the Board (or the Executive Committee of the Board if the person initiating the vacancy action is the Board President) of the intended resignation, the date of such resignation, and the reasons for initiating such action. When such situations come to the attention of the Board of Directors, the Board has the authority to act to resolve eligibility issues consistent with the intent and spirit of the Bylaws and the best interests of the organization.

**Section 9. COMPENSATION:** Representatives and Officers shall not receive any compensation for their center.

## **ARTICLE VIII. OFFICERS**

**Section 1. OFFICERS:** The officers on the Board of Directors shall be the President, Vice President, and Immediate Past President. Each officer shall serve until a successor has been appointed and assumes office. The Treasurer shall be appointed by the Board of Directors upon recommendation of the President and shall serve at the pleasure of the Board.

A representative of an accredited center in good standing shall be eligible for nomination to the offices of the Association.

**Section 2. EXECUTIVE COMMITTEE:** The Board of Directors Executive Committee shall be the President, the Immediate Past President, the Vice President, and the Treasurer of the Association.

**Section 3. TERMS OF OFFICE:** No officer, having served one (1) full term, shall be eligible for nomination to the same office until at least one (1) year shall have elapsed.

**Section 4. VACANCIES AND REMOVAL:** Vacancies in any office may be filled by the Board of Directors at any regular or special meeting. The Board of Directors, by a two-thirds vote of its Membership, may remove any officer from office for cause.

## **ARTICLE IX DUTIES OF OFFICERS**

**Section 1. PRESIDENT:** The President shall be the principal officer of the Association and shall preside at meetings of the Board of Directors; they shall be a member ex officio, with a right to vote on all committees. The President shall, at whatever time is deemed proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in their opinion tend to promote the welfare and increase the usefulness of the Association, and they shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

**Section 2. IMMEDIATE PAST PRESIDENT:** The immediate Past President shall serve as consultant to the President and shall continue implementation of selected programs and policies for the benefit of the Association.

**Section 3. VICE PRESIDENT:** The Vice President who shall be the Chairperson of the Board of Accreditation shall be responsible for such duties as are individually assigned to them by the President with the approval of the Board of Directors.

**Section 4. TREASURER:** The Treasurer shall represent the Association and insure the receipt and expenditure of funds in accordance with the directives established by the Board of Directors, and shall be under such bond as determined by the Board. The Treasurer shall perform the duties customary to the office and such additional duties as may be determined by the Board of Directors. The Treasurer is a non-voting Member of the Board of Directors.

## **ARTICLE X COMMITTEES AND COUNCIL**

**Section 1. SPECIAL COMMITTEES:** The President, with the approval of the Board of Directors, shall appoint other necessary committees, subcommittees or task forces which are not in conflict with other provisions of these Bylaws. The duties of such committees shall be prescribed by the Board of Directors upon their appointment.

**Section 2. ADVISORY COUNCIL:** The Advisory Council shall be selected and convened at the discretion of the Board of Directors. The Council shall number at least seven (7) members; a majority shall be selected from the past presidents of the Association, and the remainder may be selected from Accredited Agencies. The Council will function only in an advisory capacity to the Board of Directors and/or the President.

## **ARTICLE XI MEETINGS**

**Section 1. SPECIAL MEETINGS:** Special meetings of the Association may be called by the Board of Directors at any time. The business to be transacted at any special meeting shall be stated in the notice thereof, and no additional business may be considered at that time.

**Section 2. RULES OF ORDER:** The meetings and proceedings of this Association shall be regulated and controlled according to Roberts Rules of Order (Revised), except as may be stipulated otherwise within these Bylaws.



## **ARTICLE XII MAIL VOTE**

**Section 1. SCOPE:** Whenever, in the judgment of the President and /or of the Board of Directors any question shall arise which either believes should be put to a vote of the Board Members, and deems it inexpedient to call a special meeting for such purpose may submit such a matter to the Board (or Boards) in writing for a decision by a mail vote. The question thus presented shall be addressed and a vote may be held at the end of the discussion. The result shall be determined according to a majority of the votes received. Voting on any matter may be conducted by mail, electronic mail or fax. Any and all action taken in pursuance of a majority vote in each case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

## **ARTICLE XIII BUSINESS AFFAIRS**

**Section 1. EXECUTIVE AND STAFF:** The Board of Directors shall employ a salaried staff head whose title and terms and conditions of employment shall be specified by the Board. This person shall manage and direct all activities of the Association as prescribed by the Board of Directors and shall be responsible to the Board; shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association; shall fix their compensation within the approved budget; shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as in their judgment, shall be in the best interest of the Association.

**Section 2. FISCAL PERIOD:** The fiscal period of the Association shall be established by the Board of Directors. The current fiscal year is from April 1 through March 31.

**Section 3. ANNUAL BUDGET CONFERENCE CALL:** Each fiscal year, prior to April 1<sup>st</sup>, the Executive Director of IACS shall present an annual operating budget covering all activities of the Association for the next fiscal year to the Association Treasurer. Once the Treasurer approves the proposed budget, the Executive Director and the Treasurer present it to the Board of Directors at their annual spring conference call meeting. The Board will vote to approve a Budget for the next fiscal year. The Treasurer shall furnish the Board of Directors, within sixty (60) days following the end of each annual fiscal period, a Financial Report for the year just completed.

## **ARTICLE XIV DISSOLUTION**

**Section 1. DISSOLUTION:** Dissolution of the Association may be prescribed only by the Board of Directors.

**Section 2. PROVISIONS:** The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall be distributed to the accredited centers of the Association. On dissolution of the Association any funds remaining

shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors, provided that such organizations are exempt under Section 501 (C) (3) or corresponding provisions of the Internal Revenue Code.

## **ARTICLE XV AMENDMENTS**

**Section 1. PROVISIONS:** These Bylaws may be amended, in whole or in part, by a two-thirds vote of the Board of Directors present at any special or regular meeting. Amendments may be proposed by the Board of Directors on its own initiative.

**Section 2. MAIL BALLOT:** When in the judgment of the Executive Committee it appears undesirable to wait for a regular meeting or to call a special meeting of the Board to amend the Bylaws, the matter may be submitted to the Board of Directors in writing by mail, electronic mail or fax for a vote and decision. The question thus presented shall be approved by a two-thirds vote of the Board of Directors. Any and all action taken in pursuance of this vote in each case shall be binding on the Association in the same manner as would be action taken at a duly called meeting.