

**BYLAWS
of the
INTERNATIONAL ASSOCIATION FOR RESILIENCE AND TRAUMA COUNSELING
A Division of the American Counseling Association**

**ARTICLE I
NAME, AFFILIATION, AND MISSION**

***Mission:** To enhance the quality of life for people and communities worldwide by promoting the development of professional counselors; by advancing the ideals of the American Counseling Association, the counseling profession, and the ethical practice of counseling through trauma-informed practices; and, by nurturing respect for human dignity, cultural inclusivity, and resilience.*

SECTION 1. NAME.

The name of the Association shall be the International Association for Resilience and Trauma Counseling, hereafter referred to as IARTC.

SECTION 2. AFFILIATION.

IARTC is a Division of the American Counseling Association, hereinafter referred to as ACA, and shall be subject to those provisions of its bylaws that apply to Divisions. IARTC will comply with the ACA Articles of Incorporation and the ACA Bylaws.

IARTC is organized and operated exclusively for charitable and educational purposes within the meaning of section 501 (c)(3) of the U.S. Internal Revenue Code of 1986, as amended from time to time. The specific purpose of IARTC shall be those set forth in its Articles of Incorporation.

**ARTICLE II
MEMBERSHIP**

SECTION 1. TYPES OF MEMBERSHIP

- a) To be eligible for membership, a person must support IARTC's mission and be a member in good standing of ACA.
- b) There shall be six types of voting membership: Professional, Regular, Student, New Professional, New Professional Year 2, and Retired.
- c) All officers, board members, and Governing Council Representatives of IARTC also must also be members in good standing of ACA.
- d) Professional members shall hold the equivalent of a master's degree or higher in counseling or a closely related field from a college or university that was accredited when the degree was awarded by one of the regional accrediting bodies recognized by the U.S. Council for Higher Education Accreditation or associated accrediting body. Professional members must present proof of academic credentials upon request and should be members in good standing of ACA.
- e) Regular members shall include persons whose interests and activities are consistent with those of IARTC, but who are not qualified for Professional membership.
- f) Student members shall include persons who are enrolled at least part-time in a regionally accredited college or university program. Students may be at the undergraduate or graduate level.
- g) New Professional members shall include individuals who have graduated in the past twelve (12) months. This status can be held for only one year.
- h) New Professional Year 2 members shall include individuals who have graduated in the past twenty-four (24) months.
- i) International members are those who work in the counseling profession (practitioners or educators) outside of the United States and its Territories.
- j) Retired members shall include current Professional or Regular members who are retired from the counseling or related profession and have been active IARTC members for the past 5 or more consecutive years. Members in retirement shall be entitled to reduced annual dues and shall maintain all the privileges of Professional or Regular members.

All IARTC members must agree to abide by the ACA Code of Ethics and Standards of Practice and also should be members in good standing of IARTC.

SECTION 2. DUES

- a) Annual dues for members shall be established by action of the IARTC Board of Trustees, hereinafter referred to as the Board.
- b) The Board may authorize reduced dues or dues waivers for special categories of members in accordance with policies and procedures established by the Board.

SECTION 3. SEVERANCE OF MEMBERSHIP

- a) Membership may be cancelled for any conduct that adversely affects IARTC, its reputation, or that is contrary to or destructive of its mission according to these Bylaws or the ACA Code of Ethics and Standards of Practice, ACA Member Code of Conduct, or that violates the IARTC Policies and Procedures Manual, by a majority vote of the Board
- b) A member shall be dropped from membership for the nonpayment of dues.
- c) A member may resign membership at the member's discretion.

ARTICLE III MEETINGS OF THE MEMBERSHIP

IARTC shall hold international meetings once per year at a time, place, and manner fixed by the Board. Written notice as to the time, place, and manner of the meeting will be provided to the membership not less than ten (10) and no more than sixty (60) day in advance. IARTC may hold other meetings at a time and place fixed by the Board, which shall give reasonable written notice to the membership. If directed by the President or Executive Director of IARTC, electronic meetings of the membership may be held. Electronic meetings or attendance will be considered valid if the electronic telecommunication system allows for the transmission of words (including oral, written, and sign language) by one participant to all participants. Further, voting of the membership will be allowed by the same means outlined above. Attendance of at least 10% of the voting membership shall constitute a quorum.

ARTICLE IV BRANCHES OF THE ASSOCIATION

SECTION 1. ISSUING BRANCH CHARTERS

- a) A proposed Branch shall: (1) consist of at least 7 people who desire to organize and become a Branch of IARTC; (2) apply to the IARTC Board for a charter; (3) submit bylaws congruent with the bylaws of IARTC, ACA, and their state Branch of ACA (if applicable); and, (4) provide a list of Branch Officers and Members (with their occupational titles and contact details). The list of officers must include at least the following: President, Secretary, and Treasurer.
- b) The proposed Branch President or appointed representative shall submit the application and bylaws by email to the IARTC President for initial consideration by the Branch Committee. The proposed Bylaws must be approved by the IARTC Bylaws Committee prior to their adoption by the Branch. Interim approval from the IARTC Executive Committee will be sufficient to allow the Branch to plan activities until the charter can be ratified by IARTC's Board at the next business meeting.
- c) The title of the Branch must be International Association for Resilience and Trauma Counseling in [State or Geopolitical subdivision],
- d) Only one Branch may be chartered in any state of the United States, District of Columbia, Commonwealth of Puerto Rico, U.S. Virgin Islands, or any U.S. Territory.
- e) Only one Branch may be chartered in any country or recognized geopolitical territory outside of the United States.
- f) Charter applications shall be considered by the Board at regularly scheduled meetings. Two-thirds of the votes cast by members of the Board who are present at the next regularly scheduled business meeting is necessary to grant a charter to a new Branch.

SECTION 2. AUTONOMY OF BRANCHES

- a) A Branch shall be autonomous in the conduct of its affairs within the confines of its bylaws, and the Articles of

Incorporation and Bylaws of IARTC and ACA.

- b) A Branch shall have the power to elect its own officers, who must be members in good standing of the Branch and IARTC.
- c) A Branch may levy and collect dues or other fees and shall have full control of the management and disbursement of such funds in providing its programs.
- d) The Branch Board shall establish such policies and procedures for branch operation necessary to ensure responsible fiscal operation.
- e) Changes in the bylaws of a Branch are not effective until approved by the IARTC Board, the IARTC Bylaws Committee, and must be submitted in writing to the IARTC President at least twelve weeks prior to the next IARTC Board meeting.
- f) Amendments to Branch Articles of Incorporation and Bylaws are subject to the approval/acceptance of the IARTC Board and the ACA Governing Council.

SECTION 3. INVOLUNTARY REVOCATION OF A BRANCH

- a) The IARTC Board shall have the power to revoke the charter of a Branch in the event of noncompliance with Branch, IARTC, or ACA bylaws, or in the event of unethical or illegal behavior on behalf of the Branch officers.
- b) Before final action may be taken, with respect to the revocation of the charter of a Branch, a notice of intent to revoke must first be passed by a majority of the Board present and voting, and the Branch in question must be advised in writing of the reasons for the proposed action. The Branch shall have until the next annual international conference of IARTC (but in no case less than nine months) to effect remedial measures.
- c) Two-thirds of the votes cast by all members of the IARTC Board during a meeting where there is a quorum present shall be necessary to revoke the charter of a Branch.

SECTION 4. IARTC Interest Networks

- a) IARTC may include one or more Interest Networks.
- b) An IARTC Interest Network shall consist of persons who organize on a state, regional, national, or international basis, in accordance with IARTC Bylaws, policies and procedures, to promote a professional interest not otherwise provided for in the IARTC structure.
- c) All officers of Branch Divisions are required to be members in good standing of ACA, the State Branch (if applicable), and IARTC.
- d) Members who wish to initiate an IARTC Interest Network shall submit a petition for recognition at least 45 days prior to the next regularly scheduled Board meeting. Petitions should be submitted to the President who will transmit them to the IARTC Board. Two-thirds of the votes cast by members of the IARTC Board who are present at a meeting where there is a quorum shall be necessary to grant recognition to an IARTC Interest Network.
- e) The chairperson of each interest network, and all members, must be a member of IARTC.
- f) The chairperson shall be appointed by the IARTC President-Elect.
- g) The chairpersons shall develop goals and objectives and submit recommended actions and necessary reports to the Governing Council.

ARTICLE V

BUSINESS AFFAIRS OF THE ASSOCIATION

SECTION 1. SEVERABLE OR TRANSFERABLE INTEREST

No member shall have any severable or transferable interest in the property of IARTC.

SECTION 2. CONTROL AND MANAGEMENT

All property of IARTC shall be subject to the control and management of the Board. .

SECTION 3. DISPOSAL UPON DISSOLUTION

On dissolution or final liquidation, the Board shall, after paying or making provision for the payment of all the lawful debts and liabilities of IARTC, distribute all the assets of IARTC to one or more of the following categories of recipients as the Board of IARTC

shall determine:

- a) A nonprofit organization or organizations which may have been created to succeed IARTC, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code; and/or
- b) A nonprofit organization or organizations having similar purposes as IARTC and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

SECTION 4. APPROPRIATION OF ASSOCIATION FUNDS

- a) No appropriations of IARTC funds shall be made except pursuant to the authority of the Board.
- b) The Board shall adopt an annual budget.

SECTION 5. ASSOCIATION YEAR

The fiscal year and the governance year of IARTC shall be July 1 - June 30.

SECTION 6. REPORTS

Board members shall be sent quarterly income and expense reports from the Treasurer showing the financial state of IARTC.

ARTICLE VI OFFICERS OF THE ASSOCIATION

SECTION 1. OFFICERS AND TERMS OF OFFICE.

- a) The officers of IARTC shall be the President, President-Elect, Immediate Past-President, Secretary, Treasurer (nonvoting), Past-Treasurer (nonvoting), Treasurer-Designee (nonvoting), two Student Representatives (nonvoting), IARTC Representative to ACA's Governing Council, Parliamentarian (non-voting), and four (4) Trustees.
- b) All officers, Board members, and Governing Council representatives of IARTC must be members in good standing of ACA and IARTC.
- c) All voting officers of IARTC, with the exception of the Immediate Past-President, shall be elected at large from among the members of IARTC in accordance with the IARTC Nominations and Elections Policy.
- d) The President, the President-Elect, and the Immediate Past-President shall serve one-year terms, from July 1 to June 30, or until their successors are elected. They shall be ineligible to serve again as President-Elect for a period of ten (10) years following service in any of these offices. ACA and IARTC Membership are required of these positions.
- f) The Secretary shall be elected by the membership in an even-numbered year to serve for a two-year term from July 1 to June 30, or until a successor is elected. The Secretary may run for a second term upon Board recommendation. ACA and IARTC Membership is required of this position.
- g) The Treasurer-Designee shall be appointed by the Board upon recommendation of the President-Elect annually to serve for a one-year term from July 1 to June 30. The Treasurer-Designee advances to the role of the Treasurer the following year to serve with the President. After their year as Treasurer ends, the Treasurer advances to the role of Past-Treasurer to assist the Treasurer and Treasurer-Designee and to serve on the IARTC Budget and Finance Committee. ACA and IARTC Membership is required of the Treasurer, Treasurer-Designee, and Past-Treasurer.
- h) The Representative to the Governing Council shall be elected by the membership upon recommendation and serves a term of three years. ACA and IARTC Membership is required of the ACA Governing Council Representative.
- i) The Trustees are elected by the membership for staggered three-year terms from July 1 to June 30, or until a successor is elected, upon recommendation of the President. A Trustee may run for a second term upon recommendation of the Board. ACA and IARTC Membership is required of Trustees.
- k) The Student Representatives shall be appointed by the Board, upon recommendation of the President, to serve a one-year term from July 1 to June 30, or until a successor is appointed. The Student Representatives may self-succeed upon recommendation of the Board. ACA and IARTC Membership is required of the student representatives. This is a non-voting position.
- l) The Editor of the IARTC professional journal shall be appointed by the Board, upon recommendation of the President, to serve for a three-year term from July 1 - June 30, or until a successor is appointed. The Editor may self-succeed upon

Board recommendation. This role is not a member of the Board and thus is a non-voting position.

- l) The Parliamentarian of IARTC shall be appointed by the Board upon recommendation of the President, to serve for a one- year term from July 1 - June 30, or until a successor is appointed. The Parliamentarian may self-succeed upon Board recommendation. This is a non-voting position.

SECTION 2. DUTIES OF OFFICERS.

- a) The President shall preside at all meetings of IARTC. The President shall chair and preside at meetings of the Board. The President shall be an ex-officio member, without vote, on all committees except the Nominations & Elections Committee. The President shall perform the duties customary to that office and such additional duties as directed by the Board.
- b) The President-Elect shall perform the duties of the President in the absence or incapacity of the President as determined by the Board. The President-Elect shall assume the Presidency of IARTC upon the death, incapacity, or resignation of the President. The President-Elect, subject to confirmation by the Board, shall appoint members of committees, and the Treasurer, in accordance with these Bylaws, Policies and Procedures. The President-Elect shall serve as Chair of the Conference Committee and shall perform the duties customary to that office and such additional duties as directed by the President. If the President-Elect becomes incapacitated, the term is to be completed by the candidate with the next highest vote on the same slate of candidates or by Presidential appointment, with approval of the Board, in the event that only one candidate ran for the office of President-Elect or the other candidates decline the appointment.
- c) The Immediate Past-President shall serve as Chair of the Nominations and Elections Committee and shall perform such additional duties as directed by the President and/or Board.
- d) The Secretary shall keep a record of the proceedings of the Board. The Secretary shall perform the duties customary to that office and such additional duties as directed by the President and/or Board
- e) The Treasurer shall represent IARTC in assuring the receipt and expenditures of funds in accordance with the directives established by the Board and shall be under such bond as may be determined by the Board. The Treasurer shall perform the duties customary to that office and such additional duties as directed by the Board. The financial documents of IARTC will be reviewed and audited on an annual basis by members of an audit committee (as appointed by the President), or an outside vendor. The Treasurer will then submit all audit results, along with financial documents, to ACA as required.
- f) The Treasurer-Designee assists the Treasurer and Past-Treasurer and serves on the IARTC Budget and Finance Committee.
- g) The Past-Treasurer assists and mentors the Treasurer and Treasurer-Designee and serves on the IARTC Budget and Finance Committee.
- h) The Student Representatives shall represent the interests of the student members of IARTC. This is a non-voting position.
- i) The Representative to the ACA Governing Council shall attend the meetings of the Governing Council and represent IARTC's interests. The Representative shall inform the IARTC Board of considerations, concerns, and actions of ACA that may affect IARTC and shall present reports, as needed, at quarterly Board meetings.
- j) The Parliamentarian shall perform the duties customary to that office and such additional duties as directed by the Board, and is not a member of the Board and thus has no vote. The Parliamentarian shall be present at all official meetings of the general membership of IARTC.

SECTION 3. NOMINATIONS AND ELECTION OF OFFICERS

- a) On a regular, annual basis, the Nominations and Elections Committee shall seek and select at least one nominee for each position to be elected for the next term, and submit a slate of candidates for approval by the Board at its October meeting.
- b) In order to be a candidate for the position of President-Elect, nominees must hold a position on the IARTC Board, or chair an IARTC Committee or Task Force. Candidates for IARTC elections may not be on a presidential track (President, President-Elect, President-Elect-Elect, or Immediate Past President) for another ACA division.
- c) ACA Governing Council Representative nominees must hold a position on the IARTC Board for a minimum of one year.
- d) For those officers who are elected by the voting membership, the Nominations and Elections Committee supervise the election of officers in accordance with written policies and procedures approved by the Board.
- e) In the event of a tie on the official ballot, a run-off election shall be held to break the tie.
- f) Elected offices that are prematurely vacated shall be filled for the remainder of the unexpired term through appointment by

the

President with approval of the Board. Persons filling unexpired terms are eligible to run for office, unless expressly made ineligible elsewhere in these Bylaws.

- g) Any elected officer may be involuntarily removed from office if the officer is: unable to fulfill the responsibilities of the position as defined by the ACA Code of Leadership, when the officer exhibits conduct that tends to injure IARTC or adversely affect its reputation, or for behavior that is contrary to or destructive of the mission of IARTC according to these Bylaws, IARTC Policies and Procedures Manual, or the ACA Code of Ethics. Removal will require a majority vote of the Board members then in office. The Board must provide the officer with at least ten days' notice of the proposed removal and the officer at issue shall have the opportunity to address the Board prior to a final vote for removal.

SECTION 4. COMPENSATION AND EXPENSES OF OFFICERS

- a) None of the elected officers of IARTC shall receive any compensation for their services as such to IARTC, with the exception that the Board can approve compensation for the President, the President-Elect, and Immediate Past-President for approved expenditures related to office.
- b) The Treasurer may be paid such compensation from the funds of IARTC as may be fixed from time to time by the Board.

ARTICLE VII BOARD OF TRUSTEES

SECTION 1. COMPOSITION

- a) The IARTC Board of Directors shall be known as the Board of Trustees and composed of the following: President, President Elect, Immediate Past-President, Secretary, Treasurer (non-voting), Past-Treasurer (non-voting), Treasurer-Designee (non-voting), Student Representatives (non-voting), IARTC Representative to ACA Governing Council, Parliamentarian (non-voting), and four (4) Trustees.
- b) Unless filling a vacancy, the terms of all Board members will take effect as of July 1 of the next fiscal year.

SECTION 2. POWER AND FUNCTIONS OF THE BOARD The Board shall:

- a) Establish policies and procedures to govern the affairs of IARTC.
- b) Formulate operational policies and procedures appropriate for executive action and direct the execution thereof.
- c) Grant and revoke Branch charters.
- d) Act on the reports of Branches, Standing Committees, and other Special Committees and Task Forces.
- e) Adopt and amend Bylaws.
- f) Exercise such other powers and functions as may be necessary or desirable in the best interests of IARTC, not in conflict with these Bylaws and in compliance with the Virginia Nonstock Corporation Act, as amended from time to time.
- g) Establish the strategic plan of IARTC.
- h) Establish broad, long-term professional and strategic directions for IARTC.

SECTION 3. MEETINGS OF THE BOARD

- a) The Board shall meet a minimum four times per year. Expenses incurred through participation in Board meetings will be paid by IARTC in accordance with IARTC policies and procedures, to the extent such funds are available.
- b) The President of IARTC shall preside at meetings of the Board and, in the President's absence, the President-Elect shall preside.
- c) A majority of the voting members of the Board shall constitute a quorum. The Board consists of nine (9) voting members, thus a quorum requires at least 5 voting members. The Board may permit participation in a meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A trustee participating in a meeting by this means is deemed to be present in person at the meeting.
- d) At each annual meeting, or when so requested in writing, each Branch, each officer of IARTC, and each Standing and Special Committee and Task Force, as specified in these Bylaws, shall submit a written report to the President, who shall transmit the report to the Board.
- e) Further, voting of the Board or Executive Committee will be allowed by electronic telecommunication.
- f) If a Board meeting cancellation is necessary, Board members will be notified in writing as early as possible,

but within 48 hours of a cancelled meeting. If a rescheduled meeting is not possible, business items will be forwarded to the next regularly scheduled meeting.

- g) Action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each trustee signs a consent describing the action to be taken. A written consent and the signing thereof may be accomplished by one or more electronic transmissions.

SECTION 4. EXECUTIVE COMMITTEE

- a) The Executive Committee shall consist of the President, President-Elect, Immediate Past-President, Secretary, and Treasurer. The President, President-Elect, Immediate Past-President, and Secretary each have one vote. The Treasurer shall serve without vote. The Executive Committee consists of four (4) voting members, thus a quorum requires at least 3 voting members.
- b) The Executive Committee shall act for the Board, within policies, as may be established by the Board. The Executive Committee shall function primarily to address those issues which are necessary for the efficient operation of IARTC, where the time requirements necessitate immediate action.
- c) All actions and activities of the Executive Committee shall be communicated to the Board through minutes, which are disseminated within ten working days of an Executive Committee meeting. The actions taken by the Executive Committee must be submitted for ratification by the Board at the next Board meeting.
- d) The Executive Committee shall confer or meet at least once per year in addition to the Board meetings. A majority of voting members of the Executive Committee shall constitute a quorum. Special meetings of the Executive Committee may be called in an emergency, which is determined by the President or the Board.
- e) The Executive Committee represents the administrative leadership of IARTC.
- f) Unless otherwise authorized by the Executive Committee, no person or body, except for the current IARTC President, shall speak on behalf of or otherwise officially represent the IARTC Executive Committee.
- g) No member of the Executive Committee shall serve more than two consecutive terms in the same position or more than three consecutive terms on the Executive Committee in any position (unless otherwise stipulated in Article VI, Section 1). If there are no candidates for a position, these term limits can be waived for one year by majority vote of the Board.

SECTION 5. TRUSTEES

- a) Trustees are leaders in the field of counseling or closely related professions, representing the institutional and historical knowledge of their profession, as it relates to trauma and resilience.
- b) There will be four (4) such Trustees, serving rotating 3-year terms. Trustees shall be elected from the general membership as representatives, and will perform additional duties as directed by the Board. One Trustee will be a practicing clinical mental health or rehab counselor, one will be a practicing counselor educator, one will be a practicing school counselor, and the fourth will be a practicing community leader who holds a counseling license in the state or country of residence.
- c) Nominees for Trustees are identified through a call for nominations to the IARTC membership by the Nominations and Elections Committee. The Chair of the Nominations and Elections Committee will advance a slate of nominees to ACA for ACA's formal election process.
- d) In the event of a tie vote, the IARTC President-Elect will serve as tiebreaker.
- e) Elective offices that are prematurely vacated shall be filled for the remainder of the unexpired term by the President, with approval from the Board. Persons filling unexpired terms are still eligible to run for office, unless expressly made ineligible elsewhere in these Bylaws.
- f) Trustees may run for election for one (1) additional term, with approval from the Board.
- g) The inaugural Trustees shall be appointed by agreement of the Board, except that the Trustees shall randomly be assigned terms of 1, 2, and 3 years. The IARTC President shall determine the method and manner by which the random terms assigned.

SECTION 6: REMOVAL OF BOARD MEMBERS

The voting members of the Board may remove one or more members of the Board with or without cause at a meeting called for that purpose. The meeting notice shall state that the purpose or one of the purposes of the meeting is removal of the Board Member. IARTC will ensure that all the Governing Council members, including the member at issue, have at least ten days' notice of the proposed removal. The member at issue shall have an opportunity to personally address the Governing Council prior to the removal vote.

ARTICLE VIII PUBLICATIONS

SECTION 1. PUBLICATIONS POLICY.

The President, acting on the recommendations of the Board, shall determine and direct the basic publications policy and program of IARTC and shall have the authority to hire, discharge, and fix the compensation of the persons serving as editors of IARTC publications and other media of IARTC.

SECTION 2. JOURNAL.

Trauma Counseling and Resilience shall be the journal of IARTC and shall be available without additional charge to IARTC members. The President shall, with the approval of the Board, appoint a Journal Editor and such other staff as may be necessary to carry out the provisions of this Article. The IARTC Board, from time-to-time, determines the frequency of issuance and the size and format of the journal, taking into consideration the needs of IARTC, the availability of suitable material for publication, and finances available for publication of the journal. According to custom, the President shall serve as Associate Editor of the Journal. The Editor will report quarterly to the Board on the progress and quality of IARTC's professional journal.

SECTION 3. NEWSLETTER/MAGAZINE

IARTC shall provide a newsletter and/or magazine for its membership, discussing current issues and needs of the organization. The Editor and Associate Editor of the IARTC Newsletter/Magazine shall be appointed by the President. Persons who serve in the roles of Editor and Associate Editor of the IARTC Newsletter/Magazine for 3 full years shall become eligible to serve as entry-level reviewers for *Trauma Counseling and Resilience*. The Editor will report quarterly to the Board on the progress and quality of IARTC's Newsletter.

SECTION 4. COPYRIGHT.

IARTC shall own the copyright of the original and any renewal term for any writing that is published by IARTC. The author of any such writing shall have the right to make a non-profit or non-commercial use of the work, provided that there be affixed to each copy the copyright notice used by IARTC when the writing was first published. The author shall have the right to make or authorize the profit or commercial use of any such writing only after first obtaining the written consent of IARTC.

SECTION 4. BRANCH PUBLICATIONS.

Nothing in this Article shall be interpreted as limiting the freedom of any Branch to produce, select, and copyright publications of its choice.

ARTICLE IX COMMITTEES

SECTION 1. STANDING COMMITTEES.

The Standing Committees of IARTC shall be:

- a) Executive Committee
- b) Advocacy Committee
- c) Awards Committee
- d) Branch Committee
- e) Budget & Finance Committee
- f) Bylaws Committee
- g) Communication, Media, and Public Relations Committee
- h) Conference Committee

- i) Diversity, Equity, Inclusion, and Social Justice Committee
- j) Graduate/Undergraduate Student Committee
- k) Membership Committee
- l) Nominations and Elections Committee
- m) Professional Development Committee
- n) Research Grant Committee

SECTION 2. COMMITTEE CHARTERS

The charter of each Standing Committee will be approved by the Board. Any charter amendments proposed by a Standing Committee must be approved by the Board.

SECTION 3. REPORTS OF STANDING COMMITTEES.

Each Standing Committee shall provide an update at each quarterly Board meeting and submit an annual report to the President, who shall transmit the report to the Board for the meeting that most closely coincides with the American Counseling Association Annual Conference.

SECTION 4. COMMITTEE TERMS.

Each Standing Committee Chair will serve for one year but may be reappointed for two additional one-year terms by the IARTC President-Elect. Committee Chairs may not serve for more than three consecutive years, except by vote of the Board.

SECTION 5. SPECIAL COMMITTEES AND TASK FORCES.

The President may appoint Special Committees and Task Forces. Such committees will follow the same procedures as established for Standing Committees and serve for the term as set by the President at the time of appointment or until completion of the special projects(s) assigned. The Special Committee or Task Force will have a chair and members appointed by the President.

SECTION 6. REPORTS OF SPECIAL COMMITTEES AND TASK FORCES.

Each Special Committee and Task Force shall complete the specific purpose or the assigned task, by a date specified by the President, and submit a written report to the President on or before the date specified. The President shall transmit the reports to the Board.

ARTICLE X INDEMNIFICATION

SECTION 1. PROVISION.

IARTC shall indemnify each member of its Board, as described in Article VII, and each of its officers, as described in Article VI, for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

SECTION 2. IMPLEMENTATION.

IARTC shall indemnify each of its Board members and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceedings, or any appeal therein, imposed as a result of such action or proceedings, or any appeal therein, imposed upon or asserted against a Board member by reason of being or having been a Board member or officer and acting within the scope of official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided that the Board member or officer acted in good faith or for the purpose reasonably believed to be in the best interests of IARTC and, in the case of a criminal action or proceeding, in addition had no reasonable cause to believe that the conduct was unlawful. This indemnification shall be made only if IARTC shall be advised by its Board acting (1) by quorum consisting of Board members who are not parties to such action or proceedings

upon a finding that, or (2) if a quorum is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that, the Board member or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board, it may rely, as to all questions of law, on the advice of independent legal counsel.

SECTION 3. INCLUSION.

Every reference herein to a member of the IARTC Board or officer of IARTC shall include every Board member and officer thereof or former Board member and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising and allowable as stated above. The right of indemnification herein provided shall be in addition to any and all rights to which any Board member or officer of IARTC might otherwise be entitled and the provisions hereby shall neither impair nor adversely affect such rights.

ARTICLE XI NONDISCRIMINATION

There shall be no discrimination against any individual on the basis of ethnic group, race, religion, gender, sexual orientation, age, record of public offense, and/or disability.

ARTICLE XII BYLAWS/ARTICLES OF INCORPORATION

SECTION 1. AMENDMENT AND REVISION.

The Bylaws and Articles of Incorporation may be amended by a two-thirds majority of the Board members voting when a quorum is present.

- a) Proposed amendments and revisions may be originated by the Board or presented to the Board by a Branch, a Standing Committee (provided that the submitting entity is in compliance with Branch requirements), or by an individual member, provided that in the case of an individual member the proposed amendment shall be presented over the signatures of at least 50 members in good standing.
- b) All such proposed amendments and revisions must be submitted in writing to the Bylaws Committee no later than twelve weeks prior to the Board meeting at which the change may be considered.
- c) The Bylaws Committee will transmit to the Board such proposed amendments, with or without a recommendation regarding each proposed change, at least twelve (12) weeks before the next regularly scheduled meeting of the Board.
- d) All amendments to the bylaws and Articles of incorporation will be subject to the approval/acceptance of the ACA Governing Council.

SECTION 2. POLICIES AND PROCEDURES.

Supplementary policies and implementation guidelines for these Bylaws are to be found in the IARTC Policies and Procedures Manual.

ARTICLE XIII RULES OF ORDER

The current edition of Robert's Rules of Order, Newly Revised, shall govern the proceeding of all bodies of IARTC, except where otherwise specified in these Bylaws.