

**SOUTHERN ASSOCIATION FOR
COUNSELOR EDUCATION AND SUPERVISION
BYLAWS**

WORKING REVISION DRAFT JANUARY 11, 2023

**ARTICLE I
Name and Purpose**

Section 1. Name.

The name of the Association shall be the Southern Association for Counselor Education and Supervision (SACES), a regional entity of the Association for Counselor Education and Supervision (ACES), which is a division of the American Counseling Association (ACA).

Section 2. Affiliation.

This Association is organized and governed in accordance with the bylaws of ACES. ACES has fiduciary responsibility over SACES.

Section 3. Purpose.

The general purpose of the Association shall be to strengthen counselor education and supervision. It shall be a means for providing improved communication among members of the Association, for advancing knowledge in the academic fields of the behavioral sciences, and for assisting in improving competency both for members and for those counselors with whom the members are working or will work. It shall be concerned with knowledge, skills, and research which touch upon all aspects of the profession of counseling and supervision at all levels. (The Association is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) of the Internal Revenue Code of 1954, i.e., Articles of Incorporation).

Section 4. Mission.

The Southern Association for Counselor Education and Supervision provides an inclusive community connecting members who are committed to fostering the development of counselors, scholars, and leaders.

Section 5. Vision.

In accordance with our values, SACES is committed to providing members inclusive and innovative opportunities to enhance the dynamic practice of Counselor Education and Supervision.

Section 6. Values

SACES as an organization values...

- Fostering personally meaningful and professionally enhancing relationships
- Cultivating an inclusive, accessible, supportive community
- Promoting culturally relevant, innovative, best practices through teaching, supervision, and scholarship
- Upholding our commitment to advocacy and social justice
- Facilitating opportunities for continued growth and professional development

ARTICLE II Membership

Section 1. Eligibility.

All ACES members who reside in the geographic region will automatically be a member of SACES. ACES members residing outside of the region may also join by paying the established regional dues through ACES.

Section 2. Types of Membership.

Consistent with ACES, this Association shall consist of four types of membership: Professional, New Professional, Student, and Retired.

Section 3. Privileges of Membership.

Professional and new professional members shall have all the rights and privileges normally accorded members of a scientific, educational, and professional association, including the right to vote and hold elective office.

Student members shall have all the rights and privileges accorded professional members as long as they meet the criteria the Association prescribes for student membership.

Members in retirement shall be entitled to reduce annual dues and shall maintain all the privileges of professional members.

Section 4. Requirements for Membership.

To be a member of SACES, a person must be a member of ACES and eligible for the appropriate membership type described on the ACES website. A professional member may retain this status as long as the member maintains continuous membership in ACES.

Section 5. Reinstatement.

A former member may be reinstated to the appropriate category upon payment of dues and assessments that are levied on the current membership at the time of reinstatement.

ARTICLE III Meetings of the Association

Section 1. Business Year.

The official business of the Association shall be conducted from conference to conference; such business coinciding with the fiscal year (July 1 - June 30) of ACES with respect to necessary reporting to the parent organization.

Section 2. Annual Meetings.

Meetings of the Association will be held at the regional SACES Convention or the national ACES Convention, depending on which convention is being held that year.

Section 3. Special Sessions.

The President may, with the approval of the Executive Committee, call additional meetings of the Association when necessary.

ARTICLE IV Officers

Section 1. Officers.

The officers of the Association shall be President, President-Elect, Immediate Past- President, Secretary, Secretary-Elect, Treasurer, Graduate Student Representative, and Graduate Student Representative-Designee. Elected officers shall serve a term of one year. The President and the Secretary are elected officers; the Treasurer, Graduate Student Representative, and Graduate Student Representative-Designee are appointed by the Executive Committee. Voting officers shall be the President, President-Elect, Immediate Past-President, Secretary, Treasurer, and Graduate Student Representative.

Section 2. The President.

The President shall be the Chief Executive Officer of the Association and Chairperson of its Executive Committee. The President will hold ex-officio membership on all committees. The President will serve as a voting member on the Governing Council of ACES and attend ACES Governing Council meetings. The President will report regularly to the Association upon actions of ACES and other items of concern to the members.

Section 3. Immediate Past-President.

The Immediate Past-President shall serve as Chairperson of the Nominations and Elections Committee and serve on the Executive Committee of the Association. The Immediate Past-President shall also serve as chairperson of the Emerging Leaders and Research and Practice Grants Committee.

Section 4. The President-Elect.

The President-Elect shall make a three-year commitment to SACES. The President-Elect shall serve as Chairperson of the SACES Conference Program Committee during years in which a SACES conference is held. The President-Elect shall appoint chairpersons and members of committees. The President-Elect shall act as president at all Association or Executive Committee meetings in the absence of the President. The President-Elect shall serve as a nonvoting member on the ACES Governing Council.

Section 5. The Secretary.

The Secretary shall serve as liaison between the Executive Committee and General Assembly. The Secretary shall lead revision of bylaws, resolutions, and Operations Manual. The Secretary shall provide onboarding and training for the Secretary-Elect. The Secretary shall maintain records for NBCC ACEP for future audits in collaboration with the Administrative Coordinator. The Secretary shall perform other duties as assigned by the President.

Section 6. The Secretary-Elect

The Secretary-Elect shall keep records of the current activities of the Association, the Executive Committee, and the General Assembly business meetings and shall perform other duties in the absence of the Secretary or as assigned by the President. The secretary-elect participates in and documents revision of bylaws, resolutions, and Operations Manual.

Section 7. The Treasurer.

The Treasurer shall collaborate with the Executive Committee to develop an annual operational budget for fiscal year (FY) beginning July 1. After the budget is approved by the Executive Committee, the Treasurer will submit the FY operational budget to the ACES Treasurer and ACES Executive Director for review by May 1. The Treasurer and Events Coordinator shall develop a conference budget. After the budget is approved by the Executive Committee, the Treasurer shall submit the conference budget to the ACES Executive Director. The Treasurer will collect all invoices for expenses and will forward them to the ACES Executive Director on a timely basis. At the end of the fiscal year, the Treasurer will review revenue and expenses and will submit an annual report to the Executive Committee.

Section 8: Graduate Student Representatives.

The Graduate Student Representative is appointed by the Executive Committee and is responsible for envisioning, creating, and enacting graduate student activities. The Graduate Student Representative is the chair of the Graduate

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Student Committee. The Graduate Student Representative Designee is responsible for co-chairing the Graduate Student Committee. While in the role of designee, the GSR-D is expected to attend graduate student events, shadow, and support the current GSR.

ARTICLE V The Executive Committee and the General Assembly

Section 1. Membership of the Executive Committee.

The Executive Committee shall be composed of the President, President-Elect, Immediate Past-President, Secretary, Secretary-Elect, Treasurer, Graduate Student Representative, and Graduate Student Representative Designee.

Section 2. Function of the Executive Committee.

The Executive Committee shall be the agency through which the general administration and executive functions of the Association shall be carried out. It shall conduct, manage, and be responsible to the membership for the business of the Association between official meetings of the Association. All Executive Committee actions, other than those involving charges of ethical misconduct, will be ratified at the annual business meeting following the action. (See Article V, Section 3.)

Section 3. Membership of the General Assembly.

All members of the Association attending the Annual Meeting, or any Special Session of the Association, will act as a committee of the whole.

Section 4. Functions of the General Assembly.

The General Assembly shall ratify, modify, or negate all actions of the Executive Committee since the most recent Annual Meeting. Any member present shall have one vote and all action taken by this assembly while in session, shall represent action of the Association and shall be binding unless altered or negated by subsequent meetings of the General Assembly.

ARTICLE VI Committees and Interest Networks

Section 1. Standing Committees.

There shall be standing committees of the Association as follows:

- Accessibility & Inclusion Committee
- Awards Committee
- Diversity & Social Justice Committee
- Emerging Leaders Committee
- Gender & Equity Committee
- Graduate Student Committee
- Membership Committee
- Newsletter Committee
- Publication Committee
- Research and Practice Grants Committee
- Social Media Committee
- Webinar Committee

Section 2. Standing Committee Functions.

The standing committees are those committees constituted to perform a continuing function essential to the ongoing organizational structure of the Association and remain in existence for the life of the Association. Standing committees can only be changed in the bylaws of the Association. Chairpersons must be active members of SACES and shall be appointed

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by the SACES President-Elect. Functions and formal reporting procedures are delineated in the SACES Operational Manual.

Section 3. Task-Force.

Task-Forces may be authorized by mandate of the Association, by the Executive Committee, or with the concurrence of the General Assembly. Such task-forces shall continue for not more than two years unless otherwise specified in the motions establishing such committees. Functions and reporting procedures are delineated in the SACES Operational Manual.

Section 4. Terms of Chairpersons.

Chairpersons shall serve for a minimum of two years and may be re-appointed to succeed themselves for an additional year. Committee chairpersons' terms shall coincide with the term of office of the elected officials.

ARTICLE VII

Dues

The ACES Governing Council will establish the dues for ACES members, which includes membership in the region.

ARTICLE VIII

Election of Officers

Section 1. Nominees.

The Nominations and Elections Committee shall prepare an official slate of nominees for the position of Secretary-Elect-Elect and President-Elect-Elect. This committee shall take into consideration qualifications for office, the nominee's field of interest, and the nominee's consent. The Executive Committee shall approve the final ballot consisting of two potential nominees to be presented to the membership.

Section 2. Presentation of the Slate.

The slate of nominees prepared by this committee, and approved by the Executive Committee, shall be presented to the membership electronically. The ballot shall list all nominees advanced by the Executive Committee and also allow for members to write-in a candidate of their choosing. Voting may take place via electronic means which are sufficiently secure, allow for only one vote per member, and provide for a secure ballot, as determined by the Executive Committee. Voting shall remain open until it is declared closed by the presiding officer.

Section 3. Reporting of Ballot Results.

Officers are elected by a plurality of the eligible members who voted. The chair of the Nominations and Elections Committee shall be responsible for tabulating and reporting the results of the election to the membership. All nominees should be informed prior to the public announcements by the Nominations and Elections Committee Chair. Results will be shared with the General Assembly in a timely manner.

Section 4. Assumption of Duties.

Officers so elected shall assume the duties of their offices on July 1 following their election.

Section 5. Vacancies in Unexpired Terms.

In case of vacancy in the office of President, the President-Elect shall succeed to the President's unexpired term and continue through the term for which elected. In case of vacancy in any of the other offices, the Executive Committee shall have the power to fill the vacancy until the next regular election.

ARTICLE IX

Business Proceedings

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Section 1. Special Proceedings.

The Constitution of the Association for Counselor Education and Supervision (ACES) shall govern the proceedings of this Association not otherwise specified in the bylaws.

Section 2. Quorum.

The business of the Association at its business meetings shall be conducted by those members present and attending. A quorum for conducting business of the Executive Committee shall be a majority of those members present and attending.

Section 3. Agendas.

The Executive Committee shall publish an agenda for the general assembly. Special communications regarding business of the Executive Committee shall be communicated throughout the year to the members through the newsletter.

ARTICLE X Indemnification

Section 1. Indemnification of Officers.

The Association shall indemnify each member of its Executive Committee (Article V, Section 2) and each member of each standing Committee or their agents 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 law.

Section 2. Indemnification Limitations.

The Association shall indemnify each of its Executive Committee members, committee members, and their agents from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney fees, actually and necessarily incurred or imposed as a result of such action or proceeding, or any appeal therein, imposed upon or asserted against that person by reason of being or having such a committee member. The Association shall indemnify any delegate or officer or agent acting within the scope of official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided that this person acted in good faith for a purpose which he or she reasonably believed to be in the best interest of the Association. In the case of a criminal action or proceeding that person shall have had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Executive Committee action (1) by a quorum consisting of Committee members who are not parties to such action or proceeding upon a finding that; or (2) if a quorum as described in (1) is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that, the Executive Committee member, committee member, or agent has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Executive Committee, it may rely, as to all questions of law, on the advice of independent legal counsel.

Section 3. Rights of the Indemnified.

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

**ARTICLE XI
Bylaws**

Section 1. Amendments.

These bylaws may be amended from time to time as follows:

- a. The Executive Committee may propose amendments for approval by the Association.
- b. Proposed amendments may be submitted to the Executive Committee upon petition signed by at least 25 voting members of the Association.
- c. At least 30 days prior to the vote, the proposed amendments and Executive Committee's recommendation shall be communicated to the Association via electronic mail.
- d. Proposed amendments shall be acted upon by the Association by the affirmative vote of at least two-thirds of the members voting by mail or controlled electronic ballot, provided that the proposed amendment shall have been communicated to the Association via electronic mail along with the Executive Committee's recommendation and the Committee's rationale for such recommendation.
- e. The Association may, by action at a scheduled annual meeting, provide that a proposed amendment, not supported by the Executive Committee, be submitted for approval by mail ballot in accordance with (d) above.

**ARTICLE XII
Dissolution**

Upon dissolution of this organization, assets shall be distributed for one or more exclusively exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code. They will be distributed with the following priority: 1) Association for Counselor Education and Supervision (ACES); 2) American Counseling Association (ACA); and then 3) a federal, state, or local governmental agency for public purpose.

**ARTICLE XIII
Adoption**

Section 1. Ratification.

These bylaws revisions, having been submitted to the membership by electronic mail, passed on TBD and became effective TBD.