



# **BYLAWS**



**TENNESSEE LICENSED PROFESSIONAL  
COUNSELORS ASSOCIATION, INC.**



**A Tennessee not-for-profit corporation**

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## I. NAME AND PURPOSE

### Section 1 – Name

The name of this association shall be Tennessee Licensed Professional Counselors Association, Inc., a Tennessee not-for-profit corporation, hereafter referred to as “TLPCA”, and know herein as the “Association”. The name shall be applied to all activities of the Association and shall not be used without the approval of the Board of Directors of TLPCA (hereinafter referred to as the “Board of Directors” or the “Board”).

### Section 2 – Purpose

The purpose of TLPCA shall be to:

- a. Provide a professional organization that unites Licensed Professional Counselors throughout Tennessee;
- b. Promote the professional and business practice of counseling by Licensed Professional Counselors;
- c. Promote the awareness of Licensed Professional Counselors by providing the public with information concerning the role and function of Licensed Professional Counselors;
- d. Recruit, unify and organize the practice of mental health counseling so as to form a unified voice to advocate and advance the profession of mental health counseling;
- e. Publish a newsletter to communicate with the membership;
- f. Provide and Annual Conference to promote fellowship and provide continuing education;
- g. Promote state licensure of its membership;
- h. Support and promote standards for education, supervision, and training; and
- i. Provide additional opportunities for continuing education and professional growth.

### Section 3 – Amendments and Revisions

Proposals for changes to these bylaws may be made at any meeting of the Board of Directors. Ratification of proposed changes to the bylaws requires approval by a majority of the members of the Board of Directors which approval shall be by vote held at the next scheduled meeting of the Board of Directors. The effective date of any changes to the bylaws, if approved, shall be established prior to the vote of the Board of Directors. In addition, proposals for changes these bylaws may be made and ratified during the same meeting of the Board of Directors provided that the changes and effective date are unanimously approved by the members of the Board of Directors. Notice to members of TLPCA of bylaw changes will be published on the TLPCA website, in the TLPCA newsletter, or by mail. Such notice need only contain a general statement of the amendment(s).

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## **Section 4 – Board Meetings**

The current and incoming Board of Directors and Advisory Board shall meet at the Annual Conference. Thereafter the Board of Directors shall meet a minimum of six (6) regularly scheduled time a year. There may also be special meetings called by the president or by two (2) members of the Board of Directors. REGULAR AND OR SPECIAL meetings may be face-to-face meetings, conference calls, or business conducted through email.

- a. Regular meetings – The Board of Directors shall set scheduled meetings to conduct the business of the Association. The time, date, and place of the next meeting shall be included in the minutes of each meeting and shall be sent to all Board of Directors members by mail, fax, or email.
- b. Special meetings – Notice of the date, time and place of any special meetings of the Board of Directors shall be given at least forty-eight (48) hours prior to the meetings. Notice shall be communicated in person, by telephone, e-mail, mail, private carrier, or other form of communication. Notice of any regular or special meeting needs to describe the purpose of the meeting unless required by law.

## **II. MEMBERSHIP AND DUES**

### **Section 1 – Types of membership**

There shall be three (3) types of membership: professional, student, and retired.

- a. Professional – A member who is licensed in a mental health related profession or has an interest in the work of Licensed Professional Counselors.
  - (1) Eligibility. Any person whose primary work-related responsibilities are in the area of mental health shall be eligible for professional membership in TLPCA.
  - (2) Procedure. Applicants for membership must attest to their primary work-related responsibilities are in the area of mental health.
  - (3) Obligations and Privileges. A professional member must pay annual dues. Professional members may attend meetings of the members of TLPCA and shall be eligible to hold office. These rights and privileges shall be withdrawn if the member does not pay the Association dues or is found responsible for any conduct that is damaging to the Association and its membership.
- b. Student – A member who is currently enrolled as a part-time or full-time graduate student in a counseling or related field program in an accredited institution of higher education.
  - (1) Eligibility. Any student enrolled in a graduate program in the areas of mental health counseling or a related field shall be eligible to become a student member of TLPCA.
  - (2) Procedure. Students may have their status verified by a faculty sponsor.
  - (3) Obligations and Privileges. A student member must pay annual dues. Student members shall be entitled to reduced annual dues as determined by the Board of Directors. Student members shall be entitled to attend all meetings of the members

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of TLPCA. Student members are not eligible to hold office. These rights and privileges shall be withdrawn if the member does not pay the Association dues or is found responsible for any conduct that is damaging to the Association and its membership.

- c. Retired – A member who is or was at some time licensed as a mental health provider and/or is currently retired from their professional field.
  - (1) Eligibility. Members in retirement may be eligible for retired membership status.
  - (2) Procedure. Retired members wishing to apply for retired status shall indicate this request on their membership application/ renewal and attest that they are no longer practicing.
  - (3) Obligation and Privilege. A retired member must pay annual dues. Retired members shall be entitled to reduced annual dues as determined by the Board of Directors and shall maintain all the privileges of professional membership. These rights and privileges shall be withdrawn if the member does not pay the Association dues or is found responsible for any conduct that is damaging to the Association and its membership.

## **Section 2 – Application for Membership**

Application for membership shall be made according to the procedures, which may be adopted from time to time by the Board of Directors.

## **Section 3 – Dues**

Annual TLPCA dues shall be established by action of the Board of Directors. The dues shall be due on an annual basis from the date of application. Dues shall be collected by the Treasurer or TLPCA staff.

## **Section 4 – Severance of Membership**

- a. A member shall be dropped from membership for any conduct that injures TLPCA, in the judgement of the designated officers, or that adversely affect the Bylaws.
- b. A member may also be dropped from TLPCA membership for:
  - (1) The nonpayment of dues.
  - (2) Falsely certifying the divisional membership qualifications have been met.
  - (3) Revocation of license.
  - (4) Finding of unethical practice by the Tennessee health Related Boards.
  - (5) Other circumstances as determined by the TLPCA Board of Directors.
- c. Any member may resign from the Association by giving written notice to the President or any member of the Board of Directors of the Association. Any

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member resigning from the Association shall continue to be responsible for and shall pay all dues and charges accrued on or before the date of resignation.

### **III. STATE REGIONS**

The Association shall have designed regions within the state of Tennessee: West, Middle, and East, from which representatives may be elected to serve on the Advisory Board. Local chapters may be organized within each region. These representatives shall promote the purposes of the Association, facilitate its business, and establish a communication network with the membership.

### **IV. REGIONAL ASSOCIATIONS**

#### **Section 1 - Organization**

Any group of TLPCA members residing or working within a region may organize a regional association with approval of the Board of Directors.

#### **Section 2 – Requirements**

- a. Each regional association shall comply with the Charter of TLPCA and these Bylaws.
- b. Each regional association shall file a list of representative and members in an annual report with TLPCA. Officers and membership list shall be filed 30 days prior to the close of the fiscal year.
- c. Regional members shall consist of TLPCA members living or working in that geographic area.
- d. The fiscal year of the regional association shall correspond to the fiscal year of TLPCA.

### **V. ASSOCIATION LEADERSHIP**

#### **Section 1 Board of Directors**

- a. The Board of Directors may be made up of the President, President-Elect, Past President, Secretary, Treasurer, Executive Regional Representative Chair, and Executive Committees Chair. These members of the Board of Directors must be members in good standing of Tennessee Licensed Professional Counselors Association. The Board of Directors shall be responsible for developing and implementing all policies pursuant to these bylaws.
- b. The Board of Directors shall conduct, manage, and oversee the business of TLPCA in collaboration with the Advisory Board.
- c. The Board of Directors shall at all times be comprised of a minimum of six (6) members holding both the profession member status AND a Tennessee license to practice as a Professional Counselor with the designation of Mental Health Service Provider (LPC-

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MHSP). The remaining Board member shall be professional member who may hold a mental health practice license in Tennessee other than LPC-MHSP.

## **Section 2 Duties and Obligations of Board of Directors**

The following shall be duties and obligations of the Association officers. The Association officers shall be active members of TLPCA.

- a. President shall be the principal executive officer of the Association and shall exercise general supervision and execution of the business and affairs of the Association. The President, when present, serves as presiding officer of TLPCA and chairperson of the Advisory Board. The President shall have authority to sign, execute, and acknowledge on behalf of the Association all contracts, reports, and all other documents or instruments necessary or proper to be executed in the course of the Association's regular business, or otherwise provided by law or the Board of Directors. The President shall, in collaboration with the Board of Directors, appoint all chairs of standing committees, special committees and task forces. The President shall set an agenda before the next scheduled Board or Advisory Board Meeting. He/she shall see to the submission of all required reports and serve as chief liaison with other professional organizations. The President shall serve as liaison to all of the regional representatives. He/she shall perform such other duties as are incident to the office, or as may be properly required by vote of the Board of Directors and/or as specified by policy.
- b. President-Elect shall serve as a member of the Board of Directors and may in the case of the death or absence of the President, or when requested to do so by the President, perform the duties of the President's office in his/her absence. The President-elect, when so acting, shall have all the powers of and be subject to all restrictions placed upon the President. The execution of any instrument of the Association by the President-elect shall be conclusive evidence to third parties of his/her authority to act in the stead of the President. The President-elect shall serve as Parliamentarian. He/she is responsible for planning the Annual Conference. He/she shall perform other duties as may be directed by the Board of Directors and/or by policy.
- c. Immediate Past President shall chair the Election Committee and assist the President as requested; serve as a member of the Board of Directors. He/she shall perform additional duties as may be directed by the Board of Directors and/or by policy.
- d. Treasurer shall serve as a member of the Board of Directors and shall have charge and custody of and be responsible for all funds of the Association; receive and give receipts for monies due and payable to the Association and deposit all such monies in the name of the Association in such banks or other depositories as shall be designated. The treasurer will be responsible for maintain a balanced budget; deficit spending is prohibited. A fund balance will be maintained and deposited in an account that earns interest and/or charges no maintenance fees, if available. The Treasurer shall submit an Annual Budget to the Board of Directors for approval. The Treasurer shall expend funds only in accordance with this budget, unless a simple majority of the Board of Directors

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present and voting shall approve a special expenditure. The Treasurer shall maintain records and transactions and provide a report on income and expenditures to the Board of Directors at each board meeting. He/she shall also submit an Annual Report for each fiscal year. The Treasurer shall also file all appropriate reports with the IRS. He/she shall perform other duties as may be directed by the Board of Directors and/or by policy.

- e. Secretary shall serve as a member of the Board of Directors and shall be responsible to keep a written record of proceedings at meetings of the Board of Directors; be responsible for the recording of minutes at all official meetings at which TLPCA's officers preside; see that all notices are duly given according to the provisions of these bylaws or as required by law; shall be custodian of the Association's records and shall perform all duties incident to the office of Secretary, and such other duties as may be delegated or assigned by the President or Board of Directors, and conducts the correspondence for TLPCA. A copy of the minutes shall be forwarded to the members of the Board of Directors prior to the next Board of Director's meeting. He/she shall perform other duties as may be directed by the Board of Directors and/or by policy.
- f. Executive Regional Representative Chair shall serve as a member of the Board of Directors and shall be responsible for the Representation, oversight, and the support of the activities of the Grand Regional Chairs of the West, Middle, and East Tennessee regions as well as the Student Representative Chair. The Executive Regional Representative Chair will represent and voice the goals, needs, and issues from the Grand Regional Chairs and the Student Representative Chair at the Board of Directors meetings. In working with the four Chairs, the Executive Regional Representative Chair ensures that all four (4) said Chairs are active and promoting the training, member support, and/or membership recruitment activities of the respective chairs. The Executive Regional Representative Chair shall submit a report of activities for the three Grand Regions, the Sub-regions, and the Student Representative Chairs at the Board of Directors meetings.
  - (1) Regional Representatives shall be responsible for organizing regional meetings, recruiting TLPCA members and securing events which provide Continuing Education Credits to membership and mental health professionals. The Regional Representative shall coordinate with the Events Committee for all TLPCA events. Each Regional Representative may select an associate representative to assist in regional activities and shall provide regular reports of regional TLPCA activity to the President.
  - (2) Student Representative shall promote involvement in the Association and shall recruit membership in TLPCA among students in mental health counseling and other related fields. She/he shall be liaison between university students and the Association and shall coordinate with the Membership Committee.
- g. Executive Committee Chair shall serve as a member of the Board of Directors and shall be responsible for the representation, oversight, and the support of the various

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Committee Chairs (see Section 7) and related activities. The Committee Chair will represent and voice the goals, needs, and issues from the various Committee Chairs at the Board of Directors meetings. The Committee Chair ensures that all committees are active and shall submit a report of activities to the Board of Directors meetings.

### **Section 3 Election and Terms of Officers**

- a. The procedure for elections shall be coordinated by the Board of Directors and Advisory Board. Elections shall be held before the Annual Conference.
- b. All officers shall assume their respective offices on July 1 following their election.
- c. A President-Elect shall be elected each year and serve a three (3) year term, through the offices of President and Past President respectively.
- d. The Treasurer will be elected for a three (3) year term.
- e. The Secretary will be elected for a three (3) year term.
- f. The Executive Regional Representative Chair and Executive Committee Chairs shall not be elected members but will be approved by the Board through a simple majority vote by the Board of Directors. The two executive Chairs shall serve a minimum of two years.

### **Section 4 Nominations of Officers**

Any member may nominate a professional or retired member for any office within the TLPCA. The Past President shall prepare a slate of nominees at his or her discretion after considering the nominees of the membership and after consulting with the Board of Directors and the Advisory Board. The slate of nominees shall be presented to the Board of Directors and the membership at least ninety (90) days prior to the Annual Conference.

### **Section 5 Contesting Elections**

Should a member of TLPCA find cause to contest the eligibility of any nominee, a written notice shall be given to the Past president within thirty (30) days after announcement of the candidate, after which time the slate becomes incontestable.

### **Section 6 Vacancies**

Vacancies occurring on the Board of Directors and Advisory Board during the terms of office of the respective members shall be filled by the Board of Directors in a manner to be determined by policy. In the event of the resignation, incapacitation, or death of the President, either the President-Elect or the Past President shall assume the remainder of the President's term, to be determined by the Board of Directors in collaboration with the Advisory Board.

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## Section 7 Duties and Obligations of the Advisory Board

The Advisory Board shall be appointed by the Board of Directors and are charged with advising the Board of Directors on matters studied by their committees. Chairs and Representatives and members of each committee shall be active TLPCA members.

The Advisory Board may be comprised of the Chairs of the Bylaws Committee, Diversity Issues Committee, Ethics Committee, Events Committee, Media/ Public Relations Committee, Membership Committee, Public Policy/ Licensure Committee, Professional Development Committee, as well as the three Grand Region Chairs and the Student Representative Chair, and any other committee appointed by the Board of Directors. The Chair of each committee may recruit committee members from the TLPCA membership. The following are the duties and obligations of the members of the Advisory Board:

- a. Bylaws Chair shall form a committee to maintain these bylaws and advise the Board of Directors regarding proposed revisions to these bylaws. The Chair of the committee shall be the President or the President's designee.
- b. Media/ Public Relations Chair may form a committee to edit, to publish, and to distribute the Association newsletter four (4) times a year. She/ he shall be responsible for advertisements placed in the newsletter and shall have editorial responsibility for the newsletter's contents, subject to the approval of the Board of Directors. The Media/ Public Relations Committee publicizes activities and the progress of TLPCA through various media and promotes professional counseling by preparing and coordinating materials and activities for the Association with professional organizations, consumer advocacy groups, and other community resources.
- c. Diversity Issues Chair shall form a committee to promote the participation of culturally diverse populations in the Association and among all Professional Counselors.
- d. Ethics Chair shall form a committee to promote awareness and compliance with the state and ACA Code of Ethics and serve in an advocacy role. The Ethics Committee shall educate members of TLPCA on matters of ethics and shall refer cases of ethical violations to the TLPCA Board of Directors and the appropriate state licensing board and oversee the severance of membership as stated in Article II, Section 4.
- e. Events Chairs shall form a committee to monitor and promote all events, conferences, and regional meetings; in addition, shall be responsible for marketing and building relationships with exhibitors, sponsors, and other associations. The Events Chair shall work in conjunction with the President-elect in coordinating the Annual Conference and shall set the theme, establish the program, and carry out the theme through meetings, conferences, workshops, and seminars. The Chair of this committee shall continue serving as an advisor on the committee for an additional on (1) year. The Events Chair shall coordinate with the Professional Development Committee and regional Representatives in making plans for all TLPCA sponsored events.
- f. Membership Chair shall form a committee to promote membership in the Association, to provide information regarding the benefits of membership and to assist the Student Representatives in recruiting membership among students. The Membership

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Committee is responsible for the encouragement of membership in state, regional, and/or national organizations and in conducting membership analysis as directed by the Board of Directors.

- g. Professional Development Chair may form a committee to develop and promote programs that provide continuing education hours including ethics hours and training for the members of the Association in accordance with National Board of Certified Counselors (NBCC) guidelines and the serve as liaison between TLPCA and NBCC. The committee shall coordinate the Registry of Counselor Supervisors and shall coordinate with the Events Committee and Regional Representatives in making plans for all the TLPCA sponsored events.
- h. Public Policy/ Licensure Chair shall form a committee to promote the purposes of the organization before all appropriate legislative and governmental bodies in coordination with Government Relations Specialists and/ or lobbyist. The committee shall monitor the State Licensure Law and any governmental or consumer activity that impacts the Association and its members. The Public Policy and Legislation Committee studies legislation affecting mental health, recommends procedures for action, influences the direction of local and state legislation in the field of mental health.
- i. Grand Regional Chairs (West, Middle, and East) shall form a committee within their respective grand region and are expected to develop, promote, and oversee the activities of Sub-regional Chairs. Sub-regional Chairs shall consult with and report to their respective Grand Regional Chair. In matters of training and events, all Sub-regional Chairs shall consult with and report their intended activities to 1) their respective Grand Regional Chair, and 2) the Professional Development Committee Chair for review and approval that the training activity meets the continuing education guidelines set forth by NBCC. In instances of vacancies in the Sub-regions, the Grand Regional Chair can co-serve as a Sub-region Chair.
- j. Special Committees may be authorized by the President subject to approval of the Board of Directors. Such committee shall continue for two (2) years unless extended or dissolved by the action of the Board of Directors.
- k. The Chair of each committee may recruit committee members from the membership

### **Section 8 General Duties and Obligations of the Board of Directors and Advisory Board Members**

- a. Association's fiscal year. Board members may be reappointed at the discretion of the Board of Directors.
- b. Each member of the Advisory Board shall provide a written report of their Association activities to the President at each Board Meeting and at the Annual Conference.
- c. Each duly elected member of the Board shall have one vote at Board Meetings. Each duly appointed or elected member of the Advisory Board shall have one vote at an Advisory Board Meeting. Co-chair or Associate Chairs may vote in the absence of the Chair.

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- d. All members of the Board of Directors are required to attend regular scheduled and special called meetings. Any member of the Board who has two unexcused absences during their term of office may be subject to removal from the Board at the discretion of the Board of Directors. Failure to comply could result in dismissal. The Board of Directors shall appoint a replacement.
- e. All members of the Advisory Board may attend the regular scheduled Board of Directors' meetings and/or special meeting at the discretion of the President. Advisory Board members are required to report to the President on a quarterly basis. Failure to comply could result in dismissal.
- f. Any member of the Board may be removed from office by affirmative vote of two thirds (2/3) majority, whichever is greater, of all voting members of the Board forming a quorum at any regular or special meeting called for that purpose for nonfeasance, malfeasance, or conduct detrimental to the interests of the Association, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out the Association's purposes. Any member of the Board proposed to be removed shall be entitled to at least seven (7) days' notice in writing by certified mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.
- g. Members of the Board shall not receive monetary compensation for their services; however, members of the Board may be reimbursed for expenses incurred related to Board activities. The Board of Directors shall appropriate all funds. A person receiving monetary considerations for full or part-time services as a staff member of the Association shall not be eligible to serve as a member of the Board of Directors of the Association.
- h. A vacancy in any position shall be filled by the Board of Directors for the unexpired portion of the term by a majority vote of the Board of Directors in office, and such position shall then serve until the end of the current fiscal year.

### **Section 9 Meetings**

- a. The Board of Directors shall meet monthly at a time and place designated by the President. Meetings at other specified times may be designated by the President.
- b. Members of the Board of Directors and Advisory Board must be notified at least 48 hours prior to meetings.

### **Section 10 Removal from Office**

Any Board member or elected officer may be removed from office by a 3/5 majority of voting members of the Board of Directors. All voting members must vote.

- a. Reasons for removal are:
  - (1) Violation of the ACA Code of Ethics
  - (2) Failure to carry out duties/ responsibilities of the office

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- b. The process of removal from office must be initiated in writing by a member of TLPCA. Two additional letters from members supporting removal from office must accompany the initial charge. Ethical violations must be dealt with according to procedures detailed in policy. The following steps will apply in sequence when the charge relates to failure to carry out the duties or responsibilities of one's office.
- (1) Written documentation of charges must be presented to the TLPCA President. In cases where the President is being charged, the Past President shall receive the written documentation of the charges.
  - (2) Notification of the charges must be provided to the officer in question and to the TLPCA Board of Directors.
  - (3) Consideration of this issue shall be in closed executive session by the TLPCA Board of Directors.
  - (4) Attempts will be made to resolve the issues through appropriate communication channels with the intent of keeping the person in office, if possible.
  - (5) There will be an opportunity for the accused to respond to charges, either in person or in written form to the Board of Directors.
  - (6) Removal from office shall be immediate from the date of action taken regarding charges by the TLPCA Board of Directors.
  - (7) An appeal process will be available within thirty (30) days from the date of action taken regarding charges by the TLPCA Board of Directors.
  - (8) The accused member of the Board of Directors will be required to abstain from voting on the issue; the accused may also be asked to leave the session in which the issue is considered by the remainder of the Board of Directors.
  - (9) If removal from office results, written notice to this effect will be provided to the person charged by the TLPCA President; removal will also be duly recorded in the minutes of the next Board of Director's meeting, along with the effective date of removal.

## **VI. MEMBERSHIP MEETINGS**

### **Section 1 Annual**

An annual Conference of TLPCA shall be held at a date and place to be determined by the Board of Directors. The agenda for this meeting shall be determined by the President in consultation with the Board of Directors and the Advisory Board.

### **Section 2 Regional Meetings**

Regular and Sub-regional meetings shall be held at a date and place to be determined by the Middle Tennessee Chair, East Tennessee Chair, and West Tennessee Chair in consultation with the Executive Regional Representative Chair. The agenda for these meetings shall be determined by the Grand Regional Chairs in consultation with the President, the Executive Regional Representative Chair, the Professional Development Chair and the Events Chair.

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### **Section 3 Called Meetings**

The President may, with the approval of the Board of Directors, call additional meetings of TLPCA when necessary or desirable.

## **VII. BUSINESS AFFAIRS OF THE ASSOCIATION**

### **Section 1 Fiscal Year**

The fiscal year shall be the calendar year.

### **Section 2 Governing Affairs**

The Bylaws of the Tennessee Licensed Professional Counselors Association, Inc. shall govern all proceedings.

### **Section 3 Amendments**

Amendments to these Bylaws shall be made as set forth in Article I, Section Three of these Bylaws.

### **Section 4 Contracts**

The Boards of Directors may authorize any officer to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association, and such authorization may be general or confined to specific instances. In the absence of other designation, all contracts made by or on behalf of the Association shall be executed in the name of the Association by the Board of Directors.

### **Section 5 Loans**

No indebtedness for borrowed money shall be contracted on behalf of the Association and no evidence of such indebtedness shall be issued in the name of the Association.

### **Section 6 Payments**

All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer/s, or agents, as shall from time to time be designated by the Board of Directors.

### **Section 7 Deposits**

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All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as may be selected by or under the authority of the Board of Directors.

### **VIII. NOMINATIONS, ELECTIONS, AND VOTING**

The Immediate Past President shall form a Nomination Committee no less than three (3) months prior to the Annual Conference. The Committee shall solicit nominations from the membership at large. The Election Committee shall determine the election procedures, subject to approval of the Board. Officers shall be installed at the Annual Conference.

- a. The Board shall be comprised of five (5) elected officers, which shall serve as voting members. Elected officers shall be: President (President-elect and Immediate Past President), Treasurer, and Secretary. The Executive Regional Representative Chair and the Executive Committee Chair shall be appointed by the Board of Directors and will be considered members of the Board of Directors but will not be voting members. A quorum will be considered a minimum of three (3) voting members.
- b. Voting rules:
  - (1) At Board Meetings a simple majority (3/5 or 2/3) of the five elected officers (President, President-elect, Immediate Past President, Secretary, and Treasurer) of those eligible to vote is required to conduct business; this shall constitute a quorum.
  - (2) At general and regional Association business meetings, a majority of those present is required.
- c. Terms of office of President are divided into three (3) one-year terms consisting of President-elect, President, and Immediate Past President. The Treasurer serves a three (3) year term and the Secretary serves a three (3) year term. All committee chairs and other representatives may serve for more than one two-year term, if reappointed by succeeding Presidents.
- d. In the event an office other than that of President becomes vacant, the Board of Directors shall appoint a replacement for the remainder of the unexpired term. In the event that the office of President becomes vacant, the President-elect may assume the role of Acting President for the remainder of the un-expired term. The Acting President will then fulfill his or her term as President.

### **IX. PUBLICATIONS**

The Association may publish a newsletter describing the Association activities under the direction of the Media Chair. The newsletter shall be published and distributed to the general membership quarterly. Special editions of the newsletter may also be published.

### **X. PROPERTY**

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All property of the Association shall be subject to the control and management of the Board of Directors. Upon dissolution of the Association, none of its property shall be distributed at any of the members, and all of such property shall be transferred, in compliance with the Charter of the Association, to such other organizations or organizations as the Board of Directors determines to have purposes and activities most nearly consonant to those of the Association, provided that such other organization or organization shall be exempt under Section 501 (c) (3) or Section 501 (c) (6) of the Internal Revenue Code or corresponding provision of the Internal Revenue Laws.

#### **XI. APPROPRIATIONS**

All appropriations of the Association shall be subject to the control of the Board of Directors.

#### **XII. CODE OF ETHICS**

The Tennessee Licensed Professional Counselors Association endorses the ACA Code of Ethics and requires adherence to this code by its membership.

#### **XIII. PUBLIC POLICY**

- a. Lobbying. The Association shall promote mental-health issues and professional counseling legislation by informing members of the state legislature on issues that affect mental health care, the status of Professional Counselors as mental health providers, and the legal scope of practice of Licensed Professional Counselors. To this end, the Board of Directors shall establish a fund to promote and represent the interests of the Association in the state legislative process.
- b. Political Action Committee Fund. The Association will not engage in political activities but may support the activities of a political action committee established by a separate segregated fund.

#### **XIV. PARLIMENTARY LAW**

**Section 1** – All meetings and procedures of the Board of Directors and the Advisory Board shall be conducted and in accordance with Robert’s Rules of Order, most current edition.

#### **Adopted:**

<b>POLICIES DUES</b>	Retired/ Student \$30.00	Professional \$125.00
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**Policies & Procedures**

**Awards**

**Conferences**

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A budget for the Annual Conference shall be presented by the Events Chair to the Board of Directors no later than January of each year. Once approved, the Treasurer is allowed to expend funds according to the budget and as income allows. Deficit spending is not permitted. The conference theme and keynote speaker shall be determined by the chair of the Events Committee in consultation with the Board of Directors and Advisory Committee.

### **Continuing Education**

The NBCC number of the TLPCA shall be used for continuing educational purposes on all certificates. Information about the program and its presenter shall be sent at least 30 days prior to the presentation to the Office Support Person, who will submit it for review by the PD Chair. The Professional Development Chair will keep a copy of this information for the annual NBCC audit. A list of those attending any meeting using the NBCC number shall be forwarded to the Office Support Person within two (2) weeks following. Non-TLPCA members are to be charged a minimum of \$5.00 per CEU certificate for attendance at all regional meetings.

### **Elections**

Election of Officers shall be held before the Annual Conference. Any member may nominate a professional or retired member for any office within the TLPCA. The Past President shall prepare a slate of nominees at his or her discretion after considering the nominees of the membership and after consulting with the Board of Directors and the Advisory (Committee) Board. The slate of nominees shall be presented to the Board of Directors and the membership at least ninety (90) days prior to the Annual Conference. Voting for officers shall be by secret ballot.

### **Executive Director**

The President, with approval of the Board of Directors, shall enter into a contract for the services of an Executive Director. This contract shall be reviewed and renewed/ revised annually. The Executive Director shall attend the Annual Conference and other conferences/ meetings as deemed professionally necessary by the Board of each year. Expenses that may be covered are the registration fee and hotel expenses (shared room, if possible).

### **Finances**

An annual budget shall be presented to the Board of Directors by October of each year. Once approved, the budget shall be presented to the membership at the Annual Conference. The Treasurer is authorized to expend funds within the parameters of the budget and within existing income. Deficit spending is not allowed. The Board of Directors must approve expenditures above or beyond the budget in advance. Travel in one's person vehicle while on TLPCA business shall be reimbursed at a rate designated by policy. The Treasurer and President-Elect and/ or Past President shall be the authorized signatures on any accounts held in TLPCA's name.

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The Treasurer shall prepare a summary of all income and expenses annually, within sixty (60) days of the end of the fiscal year. This report shall be presented to the Board of Directors. Once approved, the report shall be summarized and published in the next newsletter. The Treasurer shall prepare all annual reports for the IRS within sixty (60) days of the end of the fiscal year.

### **Newsletter**

The newsletter may be published quarterly. Articles may be included from the President, Board of Directors and Advisory Board members. The newsletter containing announcements information about the Annual Conference shall be provided to all TLPCA members in the state.

### **Officers**

The President of the Association is the only person authorized to sign contracts with any other organization. The Board of Directors must approve any contract. The President, President-Elect and Executive Directors may attend a national conference each year. Expenses are reimbursed according to policy for resignation fees and may include the conference, hotel expenses (shared room, if possible) and the cost of a plane ticket (coach).

A gift shall be purchased for the Past President at TLPCA expense by the President-Elect and shall be presented at the Annual Conference and/or Awards Luncheon. The expense shall be approved by the Board of Directors.

Gifts for the members of the Advisory Board may be purchased by the Past President at TLPCA expense and shall be presented at the Annual Conference and/or Awards Luncheon. The expense shall be approved by the Board of Directors.

Gifts for awards recipients may be purchased by the Past President at TLPCA expense and shall be presented at the Annual Conference and/or Awards Luncheon. The expense shall be approved by the Board of Directors.

### **Policy Changes**

Changes and/or additions to the policies of the Association may be made at any regularly called meeting of the Board of Directors.

### **Regional Associations**

Only counselors that have joined the Association may be considered members in a regional association. Separate membership and dues collection is not allowed. A designated percentage of dues, as determined by policy, will be rebated back to each formally organized regional association for their operating expenses. The expenses incurred by a member appointed to organize a regional association in a particular part of the state shall be submitted to the Treasurer for approval and payment. Expenses routinely covered are postage and copying.

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Reimbursement for any other regional expenses must be submitted for approval by the Board of Directors at least (30) days in advance.

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