

Bylaws
Montana Licensed Clinical Professional Counselors Association (D101067)
DBA Professional Counselors Association of Montana
Updated June 2024

Vision

The vision of the Professional Counselors Association of Montana is to position clinical mental health counselors to meet the health care needs of those we serve while advancing the profession.

Mission

The mission of the Professional Counselors Association of Montana is to advance the profession of clinical mental health counseling by setting the standard for collaboration, advocacy, research, ethical practice, and education/training/professional development.

Article I

Name

The name of the Association shall be the Montana Licensed Clinical Professional Counselors Association (MT Secretary of State Filing Number D101067), which is doing business as the Professional Counselors Association of Montana, a chapter of the American Mental Health Counselors Association.

Article II

Nature, Purpose and Prohibitions

2.1 Nature. The Montana Licensed Clinical Professional Counselors Association is incorporated under the nonprofit laws of the state of Montana and shall maintain exemption from taxation under Section 501(c)(6) of the Internal Revenue Code.

2.2 Purpose. The purpose of the Montana Licensed Clinical Professional Counselors Association (dba the Professional Counselors Association of Montana) is to promote the profession of mental health counseling by:

- A. Providing a system of Information exchange between mental health counselors through a newsletter and other educational and professional materials,
- B. Providing programs to mental health counselors to assist in updating their professional skills,
- C. Promoting legislation that advances and recognizes the profession of mental health counseling,
- D. Providing a public forum for mental health counselors to address the social and emotional needs of their clients,

- E. Ensuring state training standards equal national standards for mental health counselors
- F. Promoting empirically supported research and inquiry into mental health concerns
- G. Liasing on a state and national level with other professional groups to actively engage in the field of mental health to support professional standards and promote client care
- H. Providing the public with information concerning the role and function of the mental health counselor, and
- I. Promoting equitable licensure and certification for counselors at the state and national levels

2.3 Prohibitions. No part of the net earnings of the Association shall be inured to the benefit of or be distributed to any member, trustees, officers, or any other private persons, except that the board shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the mission set forth above.

Article III Membership

3.1 Types of Membership. The Association shall have (4) or more classes of members.

- A. **Professional Member (LCPC).** Person who holds a valid Montana LCPC licensure, who elects to accept the responsibilities as established in these by-laws, and such additional responsibilities, such as payment of Association dues. Able to vote in Association elections and hold office within the Association.
- B. **Student/Emerging Professional Member.** Student enrolled in a master's or doctoral degree program related to mental health counseling or the behavioral/social sciences. Emerging Professional who has completed a master's program in counseling and is pursuing PCLC status or currently holds PCLC status in the state of Montana. Student and Emerging Professional members shall be able to vote in Association elections and hold office within the Association.
- C. **Retired Professional Members.** Former clinicians who have retired their practice and/or active LCPC status. Able to vote in Association elections and hold office within the Association.
- D. **Non-Voting Affiliate Members.** Any person engaged in the mental health field (social work, marriage and family, etc...) who supports the goals and mission of the Association. Affiliate members may not vote in Association elections nor are they able to hold office within the Association.
- E. **Additional Classes of Members.** The board may establish additional classes of membership, voting rights, officer rights, and annual dues for each such class.

- F. The Association strongly encourages all members to consider a unified membership with both our national chartering association, the American Mental Health Counselors Association (AMHCA) and this state chapter, DBA the Professional Counselors Association of Montana (PCAMontana).

3.2 Dues. All membership dues and payment dates shall be established by the Board Members on an annual basis. Memberships shall be non-transferable.

3.3 Severance of Membership. A member may lose status as a member in good standing and be dropped from membership for:

- A. nonpayment of membership dues
- B. falsely certifying that chapter membership qualification have been met
- C. having membership severed from AMHCA for cause
- D. any conduct that tends to injure the Association or to affect adversely its reputation or that is contrary to or destructive to its objectives set forth in these Bylaws and the most current version of the American Mental Health Counselors Association Code of Ethics.

Article IV Meetings of the Association

4.2 Meetings.

- A. **Regular Meetings of the Board Members.** Regular meetings of the board members shall be held at least quarterly and at such place as the president designates. Notice of meetings shall be provided to all board members a month in advance.
- B. **Annual Meeting of the Membership.** The annual meeting of the members for the transaction of such business as may properly come before the meeting shall be held each year on the dates, and at times the board chooses by resolution. Notice of the time and place of the annual meeting of members shall be provided by e-mailing notice of the same, at least fifteen (15) days, and not more than sixty (60) days, prior to the meeting.
- C. **Special Meetings of the Board Members.** Special meetings of the board may be called by the President or any three board members. Special meetings will be held at such time and place specified in the meeting notice and provided to all members. Agenda items for special meetings shall be specific and only such business that is published on the agenda for that special meeting shall be transacted.
- D. **Quorum.** Greater than 50% of the board members in office shall constitute a quorum for the transaction of business at any meeting of the board.
- E. **Voting.** Members of the board may vote in person or by synchronous electronic/digital means such that all persons participating in the meeting can hear each other at the same time.

Article V

Board of Directors

5.1 *Composition of the Full Board.* The board of the association shall be comprised of no more than fifteen (15) members of the association, including all executive committee officers, elected members and any members that may be appointed by the President, (such as committee chairs) who are also approved with a passed motion of the Executive Committee. All board members shall be voting members in good standing with the association.

5.2 *Board of Directors.* The board of directors shall be comprised of the executive committee officers (president, president-elect, past-president, secretary, treasurer), two members-at-large and two (2) student representatives. The president may appoint committee chairs to serve as members of the board with a passed motion of the Executive Committee. All board of directors members must be members in good standing of the American Mental Health Counselors Association and the Professional Counselors Association of Montana.

- A. ***President.*** The President shall be the chairperson of the Executive Committee and Board of Directors. It shall be the duty of the President to preside at all meetings of the board and to supervise the association's affairs between meetings of the board. The president shall also serve as an ex-officio member of all committees and shall be notified of all meetings, In the absence of the president, the president-elect shall perform the duties of the president. The President shall appoint the chairpersons of all committees unless otherwise specifically provided for in these by-laws or by a passed motion of the Executive Committee. The President, or a representative appointed by the President, shall serve as the representative to the American Mental Health Counselors Association. The term of the president is one (1) year. At the end of the term of president, the president will immediately serve a one (1) year term as Past-President.

- B. ***President-elect.*** The President-elect shall be an LCPC member in good standing elected by a majority (greater than 50%) vote of the Association members participating in the election. The President-elect shall act as president of all Association and Executive Committee meetings in the absence of the President. The President-elect shall succeed to the presidency at the expiration of their term as president-elect. In the event the president-elect should not complete the term, the president shall appoint a member to fill the vacancy. The term of the president-elect is one (1) year. At the end of the term of president-elect, the president-elect will immediately serve a one (1) year term as the President. In the event of death or resignation of the President, the President-Elect will assume the position of President and serve out that term and continue through the term for which they were originally elected.

- C. ***Past-President.*** The Past-president assumes this position upon immediate completion of their term as President. The Past-President shall perform the duties as directed by the President. If the Past-President leaves office for any reason, a former Past-President in good standing shall be appointed by the President with passed motion of the executive committee or the executive committee may choose to delegate the duties of this role. Preference shall be for asking the most recent Past-President to assume these duties for the remainder of the vacated term. The term of the past-president will be one (1) year and follow immediately upon completion of the term of President.
- D. ***Secretary.*** The Secretary shall be an LCPC member in good standing elected by a majority (greater than 50%) vote of the Association members participating in the election. The Secretary shall keep minutes of all meetings, conduct the correspondence for the Association, and record current and past activities of the Association and its Executive Committee. If the Secretary leaves office for any reason, an interim Secretary shall be appointed by the President, with majority (greater than 50%) approval of the Board. The Secretary shall serve a two (2) year term.
- E. ***Treasurer.*** The Treasurer shall be an LCPC Member in good standing elected by a majority (greater than 50%) vote of the Association members participating in the election. every even year. The treasurer shall ensure that full and accurate accounts of receipts and disbursements are kept, that all money and other valuable effects in the name and to the credit of the Association are deposited in such depositories as may be designated by the Board and shall oversee the disbursements of funds in accordance with the budget adopted by the board. The treasurer shall report the finances of the association at the regular meetings of the board. The Treasurer shall work with the Association's accountant to ensure the Association is compliant with all fiduciary and tax responsibilities, including, but not limited to maintaining the Association's 501(c)(6) status. If the Treasurer leaves office for any reason, a new Treasurer shall be appointed by the President, with majority (greater than 50%) approval of the Board. The Treasurer shall serve a two (2) year term.
- F. ***Member at Large (2).*** Each Member at Large shall be an LCPC Member in good standing elected by a majority (greater than 50%) vote of the Association members participating in the election. The Member at Large shall represent the needs and concerns of the Association's general membership at the regular meetings of the Association board. Ideally, each Member at Large will specifically seek to represent membership concerns within different geographical areas of the state (i.e. Western/Eastern half). In the event that a Member at Large is unable to fulfill their term, the president may appoint an interim Member at Large to fulfill the remainder of that term. The Member at Large shall serve a two (2) year term.
- G. ***Student Representative (2).*** Each Student Representative board member shall be a student member of the association in good standing, who has been elected by a majority

(greater than 50%) vote of the members participating in the election. The Student Representative shall represent the needs and concerns of student members of the Association at the regular meetings of the Association board. In the event that a Student Representative is unable to fulfill their term, the president may appoint an interim Student Representative to fulfill the remainder of that term. An interim Student Representative may only run as a Student Representative in the next election, if they will still be in their training program for the duration of their term, or with special approval from the President of the Association. In all other cases, the Student Representative shall serve a single, two (2) year term.

Article VI Committees

6.1 *Creation and Authority.* Committees may be created as necessary and assigned duties by the board. The president shall appoint the chairpersons of the committees taking into account, their particular expertise and interests. Committee members need not, unless the board or bylaws require it, be board members, but the chairpersons of committees shall be designated as members of the board. Committee members shall be appointed by the chair of the committee. Committee members may be removed by the President. Committees shall act in accordance with these bylaws or pursuant to specific authority granted by a resolution of the board.

6.2 *Executive Committee.* The Executive Committee shall consist of the officers of the association, namely the President, President-Elect, Past-President, Secretary, and Treasurer.

- A. ***Powers and Functions.*** Between board meetings, the executive committee shall have the authority to act in the management of the association unless otherwise limited or prohibited by law. Said delegation of authority shall not operate to relieve the board members of any responsibility imposed upon the board by law.
- B. ***Meetings.*** The executive committee shall meet at the discretion of the president of the association

6.3 *Standing Committees.* There shall be standing committees which may consist of an Executive Committee, Legislative Committee, Membership Committee, Nominations and Elections Committee, Conference Committee, Publications Committee, and Public Relations Committee.

- A. **Legislative Committee** – This committee shall be responsible for monitoring the activities of the state and national legislature and other appropriate regulatory bodies and to advise and inform the Association of developments that affect the welfare and working conditions of mental health counselors or the clients they serve.
- B. **Membership Committee** – This committee shall oversee the management of the membership database, communicate important membership details to current members

and seek feedback from members on how the Association is meeting their needs and what the Association could do to better meet the needs of the membership. This committee is also responsible for working with the board and other committees to address membership concerns with a goal to retaining current members and developing increased membership overall.

- C. Nominations and Elections Committee – this committee shall be responsible for carrying out nominations and election procedures in accordance with these by-laws. The President, President-Elect, and Past-President are automatically members of this committee.
- D. Conference Committee – this committee shall be responsible for the development of conferences and other professional development opportunities for the Association members. This committee will oversee all programs and arrangements for all conferences of the Association.
- E. Publications Committee – This committee shall coordinate and direct all publications of this Association.
- F. Public Relations Committee – This committee shall initiate, encourage, and direct activities to build good public relations with members, other associations and mental health providers as well as with the public at large.

6.4 Chairs of Standing Committees. Chairs of Standing Committees shall be appointed by the President, with a passed motion of the Executive Committee and may be asked to serve as members on the Board of Directors for the duration of that appointment (not to exceed two years). Chairs of Standing Committees appoint the members of their committees, however, the President has discretion to remove members of committees. A member may only serve a maximum term of two years per appointment, and may only serve two consecutive terms under an appointment position; all appointments must be approved with a passed motion of the Executive Committee

Article VII Budgeting and Finances

7.1 Fiscal Year. The fiscal year of the association shall be from July 1 to June 30.

7.2 Annual Budget. An annual budget for conducting the normal business of the association shall be prepared and voted on by the board members

7.3 Financial Statement. Monthly financial statements shall be prepared and made available to the Board of Directors.

7.4 Deposits and Disbursements. The monies of the association shall be deposited in the name of the association in such financial institutions the board members shall designate and shall be drawn out only in such manner as may be specified by resolution of the board.

7.5 Books & Records. The association shall keep complete books of account in accordance with generally accepted accounting principles, shall keep minutes of the proceedings of its board meetings, and shall keep a record listing the names and addresses of the members of the board. All business books and records may be inspected by any board member, or his or her agent or attorney, for any proper purpose at any reasonable time.

7.6 Annual Financial Statement. An annual financial statement of the association shall be made within one hundred eighty (180) days of the end of each fiscal year of the association by an accountant approved by the board.

7.7 Dissolution. Upon dissolution of the association, the assets shall be distributed to the American Mental Health Counselors Association, 801 North Fairfax Street, Suite 304, Alexandria, Virginia 22314.

Article VIII Election of Officers and Board Members

8.1 Nomination Process. The Nomination and Elections Committee shall preside over a nomination process in which they inform the Association's membership of open board positions, include a description of position duties and responsibilities, and solicit nominations for the election. This committee should verify nominees are current, eligible members in good standing with the association, and are willing to serve in the position for which they have been nominate, before presenting the list of nominees to the board of directors for approval.

8.2 Membership Announcement. Once the nominee list is approved by the board, the Nomination and Elections Committee must ensure that each voting member is notified of the approved list of nominees, with nominees submitted biographic information, at least fifteen (15) days prior to the closing date of the election.

8.2 Voting Process. Voting will occur electronically, with special efforts made to insure only eligible members are allowed to vote and that members may only vote one time. Where there are more than two nominees and majority accrues to no candidate on the first ballot, a runoff will be conducted between the two top candidates.

8.3 Assumption of Duties. Elected board members will assume the duties of their position at the beginning of the fiscal year, July 1.

Article IX
Amendment of Bylaws

9.1 Amendment. These bylaws may be amended, repealed or replaced and new bylaws adopted by resolution which receives a vote of two-thirds or more of the of the board members then in office at a duly constituted meeting of the board.

9.2 Procedure. The text of the proposed new/amended bylaws shall be presented to the voting Association membership for comments at least 15 days before the vote to accept the bylaws is taken.

Article X
Rules and Procedures

10.1 Rules of Order for Meetings. Robert's Rules of Order shall govern all meetings of this Association when not otherwise specified, insofar as such rules are not inconsistent with law, the Articles of Incorporation, or the bylaws.

10.2 Procedures of Quorum for Membership Voting. Majority (greater than 50%) of the membership present for voting shall constitute a quorum authorized to transact any business duly presented in any meeting of the Association.

10.3 Procedures of Quorum for Executive Committee and Board Member Voting. A majority (greater than 50%) of the authorized membership of the Executive Committee shall constitute a quorum for conducting business of the Association, in such circumstances where the Executive Committed is authorized to conduct business on behalf of the Association, as outlined in these bylaws.