Iowa Mental Health Counselors Association

Bylaws

FISCAL YEAR 2026

April 2025

Dear IMHCA Board Volunteer:

Thank you for taking time out of your personal and professional life to provide your talent and expertise in service to the Iowa Mental Health Counselors Association (IMHCA). Through your membership and volunteer service, everyone benefits: IMHCA, your colleagues, the profession, the individuals you serve, and you!

You chose to serve for a reason. Perhaps you have made an outstanding contribution to the profession, or maybe you bring an objective perspective to a critical subject. But above all, you are a member who inspires colleagues and will get the "job" done!

Service to a Board can sometimes be demanding and complex while at the same time being productive, enjoyable, and rewarding. Your contribution is vital to the work of IMHCA and has a direct impact on the professional lives of your colleagues.

Please familiarize yourself with the contents of the IMHCA *Bylaws* which contain information on IMHCA's mission and vision, the history of the Association, volunteer opportunities, policy and procedure, and much, much more.

IMHCA looks forward to working with you this year! If you have any questions or concerns, please contact me.

Sincerely,

Jennifer Becker, LMHC, ACS
2025-2027 IMHCA President

TABLE OF CONTENTS

DISCLAIMER 5
Formation Documents 6
Certificate of Existence – Original Entity Verification (Secretary of State) 6
Original EIN Letter (IRS) 7
Articles of Incorporation (Secretary of State) 8
By-Laws of the Iowa Mental Health Counselors Association, INC. 9
ARTICLE I: NAME AND PURPOSE 9
Section 1. NAMES 9
Section 2. PURPOSE 9
ARTICLE II: MEMBERSHIP 9
Section 1. MEMBERSHIP 9
Section 2. INDIVIDUAL MEMBERSHIP 9
Section 3. DUES 10
Section 4. RIGHTS AND PRIVILEGES 10
Section 5. SEVERANCE OF MEMBERSHIP 10
ARTICLE III: ASSOCIATION BOARD 11
Section l. COMPOSITION AND TERMS OF OFFICE 11
THE EXECUTIVE BOARD 11
President-Elect 11
President 12
Past-President 12
Secretary 12
Treasurer 12
COMMITTEE CHAIRS 12
Conference Committee Chair 13
Conference Committee Co-Chair 13
Continuing Education Chair 13
Legislative and Public Policy Co-Chair(s) 13
Membership Chair 13
Networking and Communications Chair 13
Website Chair 13
MEMBER CHAIRS 13
Advocate Member Chair(s) 14
At-Large Member(s) 14
Student Representative Member(s) 14
STANDING COMMITTEES 14
Conference Committee: 14
Legislative and Public Policy Committee: 14
Membership Committee 15
Networking and Communications Committee 15
Continuing Education Committee 15
Finance Committee 15

AD-HOC COMMITTEES 15
Section 2 NOMINATIONS, ELECTIONS, AND VOTING 16
Section 3. MEETINGS 17
Section 4. REMOVAL FROM OFFICE 17
Section 5. COMPENSATION AND EXPENSES OF OFFICERS 18
ARTICLE IV: BUSINESS AFFAIRS OF THE ASSOCIATION 18
Section 1. FISCAL YEAR 18
Section 2. INCOME AND EXPENSE REPORTS 18
Section 3. BYLAWS 18
Section 4. PROPERTY DISPOSAL UPON DISSOLUTION 18
ARTICLE V: MEDIA AND PUBLICATIONS 18
ARTICLE VI: BY-LAWS 19
Section 1. AMENDMENT AND ADOPTION 19
Section 2. NOTIFICATION OF BY-LAWS CHANGE 19
Section 3. PUBLICATION 19
ARTICLE VII: RULES OF ORDER 19
Section 1. PARLIAMENTARY AUTHORITY 19

DISCLAIMER

The Policies discussed here are general statements of direction and purpose that allow users to exercise good judgment in the daily operation of the Association and promote the efficient use of resources in accordance with IMHCA's mission, vision, values, and as outlined in the bylaws stated herein. Users of this manual should note that the policies included here explain ***what and why*** *things are done. Where applicable and/or required, procedures explaining* ***how*** *things are done have also been included.*

Policies and procedures are not meant to be restrictive, but to offer parameters within which we may organize and develop our service to IMHCA and its membership. The intention is that each member of the IMHCA Association Board will help in the continued development of this manual, and that the policies and procedures outlined herein will grow out of the Bylaws of the Association, our Vision and Mission Statements and Core Values as well as the continued work of our Association Board and Association leaders/volunteers.

This resource is designed to help guide the effective management of the Association and its governing body through careful, compliance-driven decision-making and accountability. This tool contains information that will facilitate the management of legal risks and help to shield IMHCA and its leaders from possible litigation. It is designed to promote IMHCA's commitment to compliance with all applicable federal, state, and local laws and regulations; government contracts and conditions of participation in public programs. The primary goals of this document include:

- ***Preventing fraud, waste, abuse, and other improper activity by creating a culture of compliance within IMHCA.***
- ***Detecting any misconduct at an early stage before it creates a substantial risk of civil or criminal liability for IMHCA***
- ***Responding swiftly to compliance problems through appropriate disciplinary and corrective action***
- ***Serving as a reflection of IMHCA's commitment to operating in accordance not only with the strict requirements of the law, but also in a manner that is consistent with high ethical and professional standards.***

All IMHCA Board Members acting or serving on behalf of the Association's interests are expected to: (1) familiarize themselves with this Manual; (2) review and understand the key policies governing their particular job functions; (3) identify and disclose any potential conflicts of interest; (4) report any fraud, waste, abuse, or other improper activity through the mechanisms established under the guidelines herein; (5) cooperate in internal and government audits and investigations; and (6) carry out their jobs in a manner that demonstrates a commitment to honesty, integrity, and compliance with internal policies and procedures and the law.

Board Members and staff are required to familiarize themselves with these policies and procedures and to adhere to their terms. Of course, no set of policies and procedures is able or intended to cover every situation that may occur and personnel are expected to perform their duties in good faith and in a manner that they reasonably believe to be in the best interests of IMHCA and its members.

This manual supersedes any previous manual and/or written or unwritten policies. The Association reserves the right to establish, administer, change or eliminate policies, guidelines, benefits and procedures at any time in accordance with amendment procedures as outlined in the Association's bylaws. The Bylaws of IMHCA govern all policies contained herein, and any policy in conflict with IMHCA Bylaws shall be superseded by those Bylaws. These policies and their application are intended to comply with all applicable federal and state laws and regulations.

Formation Documents

Certificate of Existence – Original Entity Verification (Secretary of State)

Business No.	Legal Name	Status
229907	IOWA MENTAL HEALTH COUNSELORS ASSOCIATION, INC.	Active

Type	State of Inc.	Modified
Legal	IA	No

Expiration Date	Effective Date	Filing Date
PERPETUAL	6/30/1999	6/30/1999

Chapter

CODE 504 REVISED DOMESTIC NON-PROFIT

Names (Viewing 1 of 1)

Type	Status	Modified	Name
Legal	Active	No	IOWA MENTAL HEALTH COUNSELORS ASSOCIATION, INC.

Registered Agent or Reserving Party

Full Name

CHIP LOWE

Address **Address 2**

2824 104TH ST

City, State, Zip

URBANDALE, IA, 50322

Home Office

Full Name

IOWA MENTAL HEALTH COUNSELORS ASSOCIATION, INC.

Original EIN Letter (IRS)

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: SEP 14 20[illegible]

IOWA MENTAL HEALTH COUNSELORS
ASSOCIATION
PO BOX 1215
CEDAR FALLS, IA 50613

Employer Identification Number:
42-1491022
DLN:
17053237306000
Contact Person:
ROGER W VANCE ID# 31173
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
June 30
Form 990 Required:
~~Yes~~
Effective Date of Exemption:
June 29, 1999
Contribution Deductibility:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Please see enclosed Publication 4221-NC, Compliance Guide for Tax-Exempt Organizations (Other than 501(c)(3) Public Charities and Private Foundations), for some helpful information about your responsibilities as an exempt organization.

Sincerely,

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Publication 4221-NC

Letter 948 (DO/CG)

229907

ARTICLES OF INCORPORATION
OF
IOWA MENTAL HEALTH COUNSELORS ASSOCIATION, INC.

The undersigned, acting as incorporators of a corporation under chapter 504A Iowa Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is **Iowa Mental Health Counselors Association, Inc.**

ARTICLE II. DURATION

The period of its duration is perpetual.

ARTICLE III. PURPOSE

This nonprofit corporation is organized for all lawful purposes. To carry out these purposes the corporation shall have such powers as provided in §504A.4 of the Iowa Code, as now exists or as may be amended from time to time hereafter, including without limitation, the power to acquire, by any form of ownership, such real estate and personal property for corporate purposes and the power to enter into contracts and agreements with persons, corporations, associations, state and local governing bodies, and all other entities as shall be necessary and convenient.

ARTICLE IV. MEMBERSHIP AND STOCK

The corporation shall have such classes of membership, and dues schedule, with such rights and privileges and responsibilities of membership, as provided from time to time in the By-laws. The By-Laws may also set forth the rules for termination of membership. The corporation shall have no stock, and no dividends or profits will be declared or paid to the members of the corporation.

ARTICLE V. REGISTERED AGENT

The address of the initial registered office of the corporation is 2924 104th Street, Urbandale, Iowa 50312, and the name of its initial registered agent at such address is Chip Lowe, Esq., phone number (515) 278-4200; FAX (515) 287-4655.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is eight (8). The names and addresses of the persons who are to serve as initial directors are:

1

0739

3

By-Laws of the Iowa Mental Health Counselors Association, INC.

Revised 06/2015; Revised 12/2020; Revised 9/2025 - Next formal review: 2030

ARTICLE I: NAME AND PURPOSE

Section 1. NAMES

The name of this Association shall be the IOWA MENTAL HEALTH COUNSELORS ASSOCIATION, INC. (herein after referred to as the Association), a State Chapter of the AMERICAN MENTAL HEALTH COUNSELORS ASSOCIATION (AMHCA). The Association Board will be composed of committee chairs and/or members (herein after referred to as Association Board). The Executive Board shall consist of the President, President-Elect, Immediate Past-President, Secretary, and Treasurer (herein after referred to as Executive Board).

Section 2. PURPOSE

The purpose of the Association shall be to:

- Advance the profession of mental health counseling in the State of Iowa.
- Provide mental health counselors with continuing education opportunities to update and enhance their competencies.
- Provide up to date information regarding the profession of mental health counselors through the Association's website, newsletter, social media, and other means as they become available.
- Advocate for the profession of mental health counseling at the state level with Iowa elected officials and collaborate with AMHCA to advocate at the federal level of legislation.
- Increase awareness of mental health counseling including the competencies and services of its practitioners to the public.
- Support the growth and development of students and early professionals in the field of mental health counseling.
- Provide state and national liaisons to other professional groups to pursue advancement of the field of mental health counseling.

ARTICLE II: MEMBERSHIP

Section 1. MEMBERSHIP

Membership shall be of two types: INDIVIDUAL and INSTITUTIONAL.

Section 2. INDIVIDUAL MEMBERSHIP

Membership shall be open to all persons regardless of Race, Creed, Color, Religion, Disability, Gender, Sexual Orientation, or National or Ethnic Origin. There shall be six classes of membership: Regular, Advocate, Retired, Student, Lifetime, and Honorary. Membership "in good standing" means that the member is current in their dues and has no cause for or investigation in progress that could lead to severance of membership (Section 6).

- **Regular Member.** Regular membership is open to any person who holds licensure as a Mental Health Counselor or Temporary Mental Health Counselor or who has been a student member and is continuing to work toward such licensure. Regular members in good standing shall include all association privileges.
- **Advocate Member.** Advocate membership is open to any person who is interested in and wishes to support the goals and objectives of the Association. Advocate members may attend meetings of the Association and participate in committees, but shall not be entitled to vote.
- **Retired Member.** Retired membership is open to any person who has been a member at least ten years and reaches the age of 62. This membership shall include all association privileges.
- **Student Member.** Student membership is open to any masters or doctoral student enrolled in a planned program of study in mental health counseling and proof of enrollment. Under ordinary circumstances, student membership shall not exceed three years. However, an extension may be considered by the Executive Board on a case-by-case basis. This membership shall include all association privileges except election to positions on the Executive Board.
- **Lifetime Member.** A lifetime membership shall be granted to any person who completes all of the duties associated with the offices of President-Elect, President, and Past-President. This membership shall include all association privileges as a regular membership.
- **Honorary Member.** Honorary membership is open to any person nominated as Honorary Member by action of the Association Board. Membership shall be for life and shall be exempt from payment of dues. Honorary members may attend meetings of the Association and participate in committees, but shall not be entitled to vote or hold office.

Section 3. DUES

The annual association dues for members of the Association shall be established by the Association Board.

Section 4. RIGHTS AND PRIVILEGES

Member privileges include attending meetings, voting, participating in committees, and holding office. Voting members shall be limited to Regular, Retired, and Student members. Only Regular, Retired, and Student members in good standing shall be eligible for any Association Board position.

Section 5. SEVERANCE OF MEMBERSHIP

A member may lose their IMHCA membership, or change status (ie: regular to affiliate) for:

- Nonpayment of dues.
- Falsely certifying that membership qualifications have been met.
- Having membership severed from AMHCA for cause.
- A member may be dropped from membership for any conduct that tends to injure IMHCA or to adversely affect its reputation, or that is contrary to or destructive of its mission according to the IMHCA Bylaws and the ACA Code of Ethics.
- Loss of licensure or voluntary surrender related to disciplinary action by the Iowa Board of Behavioral Science Examiners or another state's governing board that issues licenses in counseling.

If membership is severed for any reason, re-establishment of membership will be considered by the Executive Board on a case-by-base basis.

ARTICLE III: ASSOCIATION BOARD

Section l. COMPOSITION AND TERMS OF OFFICE

The Association Board shall be the agent through which the administrative and executive functions of the Association shall be carried out. It shall conduct, manage, and control the business of the Association. The Association Board shall consist of the Executive Board, Committee Chairs, and Member Chairs. In the event any position is vacated or cannot be filled at any time, with a two-thirds vote the Association Board can appoint an interim member, in good standing, to fulfill the duties of that chair.

All Association Board members must be unified members of IMHCA/AMHCA.

For all positions and terms, unless specified otherwise, upon completion of a term, the Association Board member is eligible for appointment by the President to a second two-year term. Following the second term, the Association Board position shall remain open and the standing Association Board member may fill this position in interim until the position is filled. If the Association Board member leaves office for any reason, a new Association Board member shall be appointed by the President, with the two-thirds majority approval of the Association Board.

If an Association Board member does not complete their term, any future application for Association Board membership will be reviewed by the Executive Board on a case-by-case basis.

THE EXECUTIVE BOARD

The Association Board shall include an Executive Board consisting of the President, President-Elect, Immediate Past-President, Secretary, and Treasurer. All Executive Board Members shall be Regular Members in good standing *elected* by a vote of the full voting membership. This committee shall act during the interim when the Association Board is not in session. All actions of the Executive Board are subject to the review of the Association Board.

President-Elect

- An election for the position of President-Elect is held every two years, after the President has completed their first full year in office.
- The President-Elect shall perform the duties as directed by the President and/or the Association Board and shall perform the duties of the President in the absence or incapacity of the President. The President-Elect shall work with the President to learn the duties and responsibilities of the President so as to be able to effectively perform these duties upon assuming the Presidency.
- The President-Elect shall automatically become President of the Association one year after the election to this office. In the event of the death or resignation of the President, the President-Elect will assume the position of President and serve through the term for which elected.
- President-Elect job description

President

- The President shall be the chief elected officer of the Association, shall preside at all meetings of the Association, and shall be Chair of and preside at meetings of the Association Board and the Executive Board. The President shall appoint the chairs of all committees unless otherwise specifically provided for in these By-Laws or by the motion establishing such committees, and shall be an ex-officio member, without vote, on all committees. The President shall perform the duties customary to the office and such additional duties as directed by the Association Board. The President shall also serve as the Association's representative to the American Mental Health Counselors Association.
- The President shall serve a two-year term then shall automatically become the immediate Past-President. If the President leaves office for any reason, an interim president shall be identified by the remaining members of the Executive Board and approved with the two-thirds majority approval of the Association Board.
- President job description

Past-President

- The immediate Past-President shall serve for two years. If the Past-President leaves office for any reason, a former Past-President in good standing shall be appointed by the President, with the two-thirds majority approval of the Association Board. If none of the Past-Presidents are willing/able to assume the role of current Past-President, the Executive Board may delegate the duties of this role to another willing and qualified party. Preference shall be for asking the most recent Past-President to assume these duties.
- The immediate Past-President shall perform the duties as directed by the President and/or the Association Board and shall perform the duties of the President in the absence or incapacity of the President.
- All Past-Presidents of the Association, able and willing to participate, comprise the President's Council. The President's Council provides consultative and advisory services, as needed, to the current President of the Association.
- Past-President job description

Secretary

- The Secretary shall serve a two-year term, starting in even numbered years.
- Secretary job description

Treasurer

- The Treasurer shall serve a two-year term, starting in odd numbered years.
- Treasurer job description

COMMITTEE CHAIRS

The Association Board shall consist of the following Committee Chair positions: Conference Committee Chair, Conference Committee Co-Chair, Continuing Education Chair, Legislative and Public Policy Committee Chair, Legislative and Public Policy Co-Chair, Membership Committee Chair, Networking and Communications Chair.

The following Committee Chairs shall be a Regular Member, Student Member, Retired Member in good standing *appointed* by the President with the approval with the two-thirds majority approval of the Association Board.

Conference Committee Chair

- The Conference Committee Chair shall serve a two-year term, starting in odd numbered years.
- Conference Committee Chair job description

Conference Committee Co-Chair

- The Conference Committee Co-Chair shall serve a two year term, starting odd numbered years.
- Conference Committee Co-Chair job description

Continuing Education Chair

- The Continuing Education Chair shall serve a two year term, starting in odd numbered years.
- Continuing Education Chair job description

Legislative and Public Policy Co-Chair(s)

- The Legislative and Public Policy Co-Chair(s) shall serve a two year term, starting in staggered years.
- Legislative and Public Policy Co-Chair job description

Membership Chair

- The Member Chair shall serve a two year term, starting in even numbered years.
- Membership Chair job description

Networking and Communications Chair

- The Networking and Communications Chair shall serve a two year term, starting in odd numbered years.
- Networking and Communications Chair job description

Website Chair

- The Website Chair shall serve a two year term, starting in even numbered years.
- Website Chair job description

MEMBER CHAIRS

The Association Board shall consist of the following Member Positions: Advocate Member (2), At-Large Member (2), and Student Representative Member (2).

The following Member Chairs shall be an Advocate Member, Regular Member, Student Member, Retired Member, as described below and in good standing by vote of the full voting membership.

Member Chairs shall join at least two committees (Standing or Ad-Hoc).

An Association Board member can petition the board for a co-chair and this will be brought to vote. The Executive Board may also appoint a co-chair in the event that a Committee Chair is unable to fulfill their duties

independently. Any co-chair position shall be a two-year term leading to the chair position unless determined otherwise by the chair and agreed upon with a vote from the board. The board will determine if the position aligns with the chair or is the two-year term opposite of the chair.

Advocate Member Chair(s)

- Advocate Member Chairs are *two* Advocate Members of the Association in good standing elected to two-year, staggered terms by vote of the full voting membership.
- Preference will be given to candidates who hold an LMFT in the state of Iowa, as long as MFT's do not have a professional association within the state of Iowa.
- Advocate Member Chair job description

At-Large Member(s)

- At-Large Board Members are *two* Regular Members of the Association in good standing elected to two-year, staggered terms by vote of the full voting membership.
- At-Large Board Member job description

Student Representative Member(s)

- Student Representative Members are *two* Student Members of the Association in good standing elected to two-year staggered terms by vote of the Student members.
- Student Representative Members are only eligible to serve one two-year term.
- Student Representative job description

STANDING COMMITTEES

The Standing Committees of the Association shall be: Conference Committee, Legislative and Public Policy Committee, Membership Committee, Networking and Communications Committee, Continuing Education Committee, and Finance Committee.

Conference Committee:

- The Conference Committee shall be responsible for planning and organizing the IMHCA Annual Conference.

Legislative and Public Policy Committee:

- The Legislative and Public Policy Committee shall be responsible for monitoring the activities of the State and National Legislatures and other appropriate regulatory bodies for developments relative to the welfare and working conditions of mental health counselors, informing the Association Board and members of these developments, and advising the Association Board and members of appropriate actions. The Legislative and Public Policy Committee shall work with the Lobbyist contracted by the Association Board to work on behalf of the Association. Finally, the Legislative and Public Policy Committee shall organize the Day at The Hill event.

Membership Committee

- The Membership Committee shall carry out the major membership work of the Association and shall be responsible for encouraging and promoting the addition of new members and the retention of current members. The Membership Committee shall encourage active participation of members.

Networking and Communications Committee

- The Networking and Communications Committee shall coordinate and direct all communications. This committee will foster positive public relations through creating flyers, blogs, newsletters, annual reports and other documents as established by the chair to be posted on the website and social media. This committee will coordinate with the website chair and membership development committee to promote the association.

Continuing Education Committee

- The Continuing Education Committee ensures compliance with accrediting organizations for continuing education credit for members and non-member attendees of educational programming as deemed appropriate by the Association Board. Develop educational opportunities for those in the field of mental health services as well as members in addition to the annual conference. Shall serve on the conference committee as a standing member. The chair will ensure that the annual conference meets all accrediting requirements.

Finance Committee

- The Finance Committee shall be composed of the Treasurer as chair and additional members appointed by the Executive Board. The Finance Committee reviews and evaluates the policies and practices of the Association related to finance as well as ensures compliance with all state and federal regulations. This committee shall serve as a checks and balances to the Treasurer position to ensure solid financial decisions are made to ensure sustainability of the Association. This committee will develop an annual budget and ensure all required tax documentation/obligations are completed.

AD-HOC COMMITTEES

- Ad-Hoc Committees shall be developed upon vote of the Association Board to address needs of the Association not being addressed by the existing structure of the Board.
- Ad-Hoc Committee Chairs shall be Advocate, Regular, Retired, or Student Members of the Association in good standing who are appointed by the President, in accordance with the Association Board position.
- The duties of the Ad-Hoc Committee Chairs shall be identified by the Association Board and outlined in the Secretary's notes.
- Ad-Hoc Committee Chairs appoint the members of their committees.
- Ad-Hoc Committee Chairs shall serve terms as appointed by the president with an option to extend a second term. Following the second term, the Association Board position shall remain open and may continue to be filled by the standing Association Board member in interim, until the position is filled.
- Ad-Hoc Committee Chairs shall serve as an Association Board member for the duration of their appointment.
- If an Ad-Hoc Committee is functioning for more than two years and the Association Board determines that the Committee is an integral part of the Association Board's committee structure, the Association

Board may change the Ad-Hoc Committee to a Standing Committee and edit these by-laws to reflect this change.

Section 2 NOMINATIONS, ELECTIONS, AND VOTING

Unless otherwise indicated in the Association Bylaws, the Nominations and Elections Committee is tasked with facilitating impartial nomination and election procedures for the regular annual election of officers to the Association Board.

See Article 3.1 of the Association Bylaws regarding interim or off calendar board position openings.

The Nominations and Elections Committee shall consist of a committee chair, the immediate Past President, and at least two other members of the Association Board as appointed by the President.

Pursuant to the Association Bylaws, candidates for Association Board service must be a member in good standing as defined by the Association Bylaws:

- Be current on Membership dues
- Have no open disciplinary actions with the Iowa DIAL Board of Behavioral Science, or any other state's governing board
- Maintain an active license to practice in Iowa as a Mental Health Counselor (provisional or independent)
    - This requirement does not apply to Student Representative or Advocate Member Chair positions

Applicants must also demonstrate that they meet the specific requirements of the position they are applying for.

Nominations for regular elections must be submitted by February 15th of each year. No late nominations will be considered.

Complete nominations include:

- Completed Board Nomination form
- Current resume or CV

The Nominations and Elections Committee will review each nominee to verify eligibility. All eligible nominees will be provided to the Association Board by March 1st. For *elected* positions, a simple majority vote of the Association Board is required for approval and inclusion of candidates on the final ballot that will be presented to members. For *appointed* positions, the President will complete appointments following the two-thirds majority approval of the Association Board.

Elections will take place from approximately March 15th - April 15th. Election results are expected by mid-April. All nominees will be duly informed of their nomination status by the Chair of the Nominations and Elections Committee. Newly elected and appointed Association Board members will be announced at the Annual meeting, to coincide with the Annual Conference.

Unsuccessful nominees are able to run again in future elections, as long as they meet eligibility criteria as outlined above.

Section 3. MEETINGS

- The Association Board shall meet at least twice each year. One meeting shall take place at the time and place of the annual meeting of the Association. A second meeting shall take place at a time and place designated by the President. Meetings at other specified times may be designated by either the President or by a majority vote of the Association Board. Attendance via distant communication will be considered in attendance.
    - An annual meeting of the membership of the Association shall be held in conjunction with the Iowa Mental Health Counselors ANNUAL CONFERENCE. If for some reason an annual conference is not held in a year, the Board will determine a date and time for the replacement annual meeting.
- A simple majority of the total membership of the Association Board shall constitute a quorum. The President may appoint an alternative Regular, Retired, or Student Member to vote in place of an absent voting member if a quorum is not met and this is preventing the Association Board from conducting the business of the Association.
- The President of the Association, or a representative appointed by the President, shall preside at meetings of the Association Board.
- Each member of the Association Board shall have one vote with the exception of the advocate board members.. In case of a tie, the President shall cast the tie-breaking vote.
- At each Association Board meeting, at the discretion of the President, each officer and each standing and special committee chair shall make an oral and/or written report to the Association Board regarding the state of its affairs, its activities, and its responsibilities.
- Association Board members are required to make attendance at meetings a high priority. Association Board Meetings include: Full board meetings, annual board meetings, and annual board retreat (which will typically encompass 6-meetings per year.)
    - If an Association Board member is unable to attend a meeting, they must notify the President or Executive Director at least 48-hours in advance, unless extenuating circumstances apply. Board reports must be submitted regardless of attendance at board meetings.
    - Excused vs. Unexcused Absences:
        - An **excused absence** is one where prior notice was given and the reason (e.g., illness, family emergency, unavoidable work conflict) is deemed valid by the President or Executive Director.
        - An **unexcused absence** is one without prior notice or without a valid reason, as determined by the President or Executive Director.
    - Consequences of Non-Attendance:
        - An Association Board member who misses **two consecutive meetings without an excused absence** may be contacted by the President or Executive Director to discuss their ability to continue serving effectively.

Section 4. REMOVAL FROM OFFICE

A member of the Association Board shall be removed from office if the member loses their membership in IMHCA (as identified in ARTICLE 2: Section 6 of this document), for failure to perform assigned duties, or failure to comply with the “Obligations of Board Membership.” The Executive Board will make an attempt to

intervene prior to removal, if possible, in order to guide a board member in performing their assigned duties. This effort will be documented by the Executive Board and may or may not be shared with the board, at the Executive Board's discretion. A two-thirds majority of the Association Board shall be required to remove the elected member from the position. If the Association Board member does not respond to electronic communication regarding their removal from office, a certified letter will be sent to the address on file via postal mail.

Section 5. COMPENSATION AND EXPENSES OF OFFICERS

None of the Association Board members shall receive any compensation for their services as such to the Association, with the exception of AMHCA/IMHCA unified dues during active terms of service. Necessary expenses of the Association Board members may be paid from funds of the Association under policies which may be established by the Association Board for such payments.

ARTICLE IV: BUSINESS AFFAIRS OF THE ASSOCIATION

Section 1. FISCAL YEAR

The official year and fiscal year of the Association shall extend from July 1 through June 30 unless otherwise established by the Association Board.

Section 2. INCOME AND EXPENSE REPORTS

Members of the Executive Board and the Association Board shall be sent an income and expense report showing the financial status of the Association quarterly and annually. The financial committee shall create an annual budget that is voted on by the board.

Section 3. BYLAWS

The By-Laws of the Iowa Mental Health Counselors Association shall govern the proceedings of this Association.

Section 4. PROPERTY DISPOSAL UPON DISSOLUTION

In the event of the dissolution of the Association, none of its property shall be distributed to any of its members. All such property shall be transferred to such other organizations, as the Association Board shall determine, to have purposes and activities most nearly consonant with those of the Association, provided that such other organizations shall be incorporated under Section 504A of the Internal Revenue Code or corresponding provision of the Internal Revenue Laws.

ARTICLE V: MEDIA AND PUBLICATIONS

The Association Board shall determine and direct the basic media and publication policy of the Association.

ARTICLE VI: BY-LAWS

Section 1. AMENDMENT AND ADOPTION

These By-Laws may be amended by a simple majority vote of the Association Board. They shall be reviewed in their entirety every five years.

Section 2. NOTIFICATION OF BY-LAWS CHANGE

The Association Board must be notified (in writing) at least 30 days prior to any Board meeting of any proposal to amend the By-Laws of the Association.

Section 3. PUBLICATION

The By-Laws of the Association shall be published in their entirety on the official website of this Association. All amendments adopted by the Association shall be published within 30 days of their approval by the Board.

ARTICLE VII: RULES OF ORDER

Section 1. PARLIAMENTARY AUTHORITY

The parliamentary authority for meetings of the Association will be Robert's Rules Revised, (by Henry Martin Robert)