



BYLAWS

INTERNATIONAL ACCREDITATION OF COUNSELING SERVICES

ARTICLE I

NAME AND LOCATION

Section 1. NAME: The official name of the Organization shall be the INTERNATIONAL ACCREDITATION OF COUNSELING SERVICES (IACS), a 501(C)(3) nonprofit corporation, incorporated in the Commonwealth of Virginia.

Section 2. LOCATION: Offices of the Organization shall be in Alexandria, Virginia, and/or in such other locations as may be determined by the Board of Directors.

ARTICLE II

OBJECTIVES

The objectives of the Organization shall be:

1. To advance the professional development of counseling centers by establishing and encouraging high standards of professional performance and conduct.
2. To develop standards, policies, procedures, and principles for evaluating and accrediting counseling centers, not the counseling staff of those agencies.
3. To provide methods or procedures for assisting centers to meet established IACS Standards.
4. To build public goodwill, confidence, and knowledge of the counseling profession by educating the consumer and the public in the advancement, improvement, and uses of counseling centers.
5. To foster professional cooperation and communication among counseling centers operating in a variety of settings by providing opportunities for exchange of experience and opinions through discussion, study, and publications. However, it is not an objective of this Organization to handle consumer or staff complaints against a specific center or centers.

ARTICLE III NONDISCRIMINATION

The International Accreditation of Counseling Services does not discriminate based on age, color, disability, gender, gender identity, gender expression, sexual orientation, national origin, political affiliation, race, religion, genetic information, or veteran status in its hiring or promotion of paid or unpaid staff, including, but not limited to, officers of the Organization, members of the Board of Directors, central office staff members, or site visitors. Furthermore, the Organization encourages participation in Organization activities by members of traditionally underserved groups in all positions for which they are eligible.

ARTICLE IV MEMBERSHIP

Section 1. MEMBERSHIP: The Organization shall include only those university, college and community college counseling centers which are engaged in a counseling function and which are accredited at one of the levels noted below in Section 3.

Section 2. MEMBER CENTERS: Center must make an application, be evaluated, and be granted an accreditation status to become Member Centers. Criteria for evaluation and accreditation shall be developed by the Board of Directors.

Section 3. ACCREDITATION STATUSES: Centers may be granted one of three accreditation statuses:

a. **Full Accreditation** may be granted a center which satisfactorily meets IACS Standards established for the counseling setting. Accredited centers will be reviewed and re-evaluated every eight (8) years which will include a mandatory site visit.

b. **Provisional Accreditation** may be granted a center which, upon initial review, is in accord with a majority of the Standards. The center is then given up to three (3) additional years from the date of the initial Provisional assignment to sufficiently meet the Standards to be granted Full Accreditation status. During the intervening years, the center must submit IACS Annual Report materials. Centers which are not removed from Provisional Accreditation within the given time frame will be dropped from membership.

c. **Probationary Status** is granted a center which has been accredited, but which currently is not in satisfactory compliance with established Standards. Probationary status is granted normally for a period of one (1) year; however, the President of the Board of Directors may grant an extension. Centers which are not removed from Probationary status within the given time frame will be dropped from membership.

Section 4. APPLICATION FOR ACCREDITATION: University, college, and community college centers engaged in psychological counseling functions may apply. A responsible officer, e.g., a director, of a counseling center shall complete and sign the application form provided by the Organization and shall submit it along with the appropriate fees to IACS.

Section 5. REVIEW AND EVALUATION OF APPLICATIONS: Applications will be reviewed by IACS staff and a team of volunteer Application Reviewers. Applicant centers may be granted, or denied, an accredited status.

Section 6. REVIEW OF ACCREDITED CENTERS: Accredited centers shall be re-evaluated every eight (8) years from the date of the last full evaluation/re-evaluation. During the intervening years, each accredited center shall submit Annual Report materials, noting significant changes occurring in the preceding year, and including a Current Staff Report, and an Abbreviated CV for each new professional staff member. These documents shall be submitted to IACS for peer-review by an Annual Report Reviewer.

Section 7. DENIAL OF ACCREDITATION: Any new applicant center may be denied accreditation status; any Provisionally Accredited Center, Accredited Center on Probationary Status may, upon re-evaluation, be denied a continuation of that or any other accredited status. Counseling centers denied an accredited status may reapply as a new applicant at a later date and will undergo the usual process of review and evaluation.

Section 8. SUSPENSION AND TERMINATION: Any accredited counseling center may be suspended or terminated for cause. Sufficient cause, other than non-payment of fees, shall include a violation of the Bylaws or any lawful rule or practice duly adopted by the Organization, or any conduct prejudicial to the interests and/or objectives of the Organization. Action to suspend or terminate shall be taken by the Board of Directors. Failure to submit required materials in a timely manner may result in suspension of accreditation.

Section 9. RIGHT OF APPEAL: Denial of accredited status or decision to suspend or terminate accreditation may be appealed according to the following procedures:

- a. The Board of Directors will review, and may reconsider an accreditation, suspension, or termination decision upon formal request for review by the principal officer of the affected center. The request for review, specifying the alleged error or other considerations to which exception is taken, must be filed with the President of the Board of Directors within sixty (60) days of notice of the action.

Section 10. COUNSELING CENTER REPRESENTATIVE: Each accredited counseling center shall appoint its director or designate and certify to the Organization via the IACS Office; this person shall be the center's representative to the Organization, and who shall act for the center. Termination of employment of the designated representative shall result in termination of the representation; the counseling service may then appoint and certify a new representative.

ARTICLE V FEES

Section 1. ESTABLISHMENT OF FEES: All fees shall be established by the Board of Directors.

Section 2: EVALUATION FEES: Annual accreditation fees and those fees for the evaluation of counseling centers seeking accreditation, re-accreditation or review for change in status are set by the Organization's Board of Directors and shall be consistent with the proper operation of the evaluation and accreditation process. Fees so set must accompany applications for accreditation and are non-refundable.

Section 3: DELINQUENCY: Any member center delinquent in Organization fees shall be notified of such delinquency and shall be subject to suspension for continued non-payment. If payment of fees is not made within a reasonable time, the center shall be dropped from the rolls and thereupon forfeit all rights and privileges unless the member center appeals to the Executive Committee and receives a time-limited waiver.

Section 4. REFUNDS: Generally, no fees shall be refunded. Refunds are at the discretion of the IACS Executive Director based on extenuating circumstances.

ARTICLE VI BOARD OF DIRECTORS

Section 1. AUTHORITY AND RESPONSIBILITY: The Board of Directors is the governing body of the Organization and shall have supervision, control and direction of the affairs of the Organization, its committees and publications; shall determine its policies and changes therein; and shall actively prosecute its objectives and supervise the disbursement of its funds. The Board of Directors shall set standards for membership in the Organization. It shall establish and monitor minimum standards for evaluation and accreditation. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board of Directors shall develop and periodically review and/or revise Standards for evaluation of university, college, and community college counseling centers.

Section 2. COMPOSITION OF THE BOARD OF DIRECTORS:

Board Officers:

- President;
- Vice President;
- Immediate-Past President;
- Treasurer; and
- Secretary

Board Members:

- (2) Annual Reviewers, chosen from the larger group of Annual Reviewers;
- (2) Application Reviewers, chosen from the larger group of Application Reviewers;
- (2) Senior Site Visitors, chosen from the larger group of Senior Visitors;
- International Committee Representative;
- Other Committee Representative(s); and
- IACS Executive Director (*ex-officio, non-voting*)

In addition to the Board Members, IACS maintains active participation from volunteers as Annual Report Reviewers, Application Reviewers, and Site Visitors. Annual Report Reviewers,

Application Reviewers, and Site Visitors must be current employees of an IACS-accredited center or retired from an IACS-accredited center and are appointed and managed by the IACS Executive Director.

Section 3. SELECTION OF BOARD OF MEMBERS: Annually, the Board of Directors President will invite suggestions from fellow Board Members and the Executive Director for candidates to replace a Board Member whose place on the Board is vacant or about to expire. The President shall then nominate candidates for the required positions and these candidates will then be reviewed by the Board of Directors for ratification or election. Candidates so selected will serve for a three (3) year term as a Board Member and will be eligible to serve one (1) additional three (3) year term at the discretion of the Board of Directors President.

Eligibility to serve as a Board Member will be as follows: currently working at an IACS accredited center and nomination by a current Board Member; experience as a Senior Site Visitor and/or experience as an Application Reviewer is desirable.

To be eligible to serve as a Board Officer, one must be currently serving as a Board Member.

The Vice President position should be nominated and voted in annually from the current roster of Board Members.

Current Board Members who retire/resign from an IACS-accredited center during their board membership tenure are eligible to become Board Officers.

The typical sequence to serve as the President of the Board of Directors will be as follows: Current Board Member; elected by the current standing board as Vice President; then serving as President; and finally serving as Immediate-Past President.

Section 4. QUORUM OF THE BOARD: At any meeting of the Board of Directors, a majority of the whole Board shall constitute a quorum for the transaction of the business of the Organization, and any such business transacted shall be valid providing it is affirmed by a majority of those present.

Section 5. MEETINGS OF THE BOARD OF DIRECTORS: The Board shall meet annually and may also meet in special session upon call of the President at such time and place as the President designates. The business to be transacted at any special meeting of the Board, including conference calls, shall be stated in the notice thereof, and no other business may be transacted at that time. Notice of all meetings of the Board of Directors shall be sent by email at least fourteen (14) days in advance of such meetings. The meetings and proceedings of this Organization shall be regulated and controlled according to Robert's Rules of Order (Revised), except as may be stipulated otherwise within these Bylaws.

Section 6. VOTING: Voting rights of a Board Member may not be delegated to another nor exercised by proxy.

Section 7. ABSENCE: Any Officer or Board Member who shall have been absent from two (2) consecutive regular meetings of the Board of Directors shall automatically vacate their seat on the Board of Directors, and the vacancy shall be filled as provided by the Bylaws; however, the Board of Directors shall consider each absence as a separate circumstance and may expressly waive an absence by affirmative vote of a majority of its members.

Section 8. VACANCIES AND REMOVAL: Any vacancy occurring on the Board of Directors between annual meetings of the Board shall be filled by the Board of Directors. A Board Member so elected to fill a vacancy shall serve the unexpired term of their predecessor. The Board may remove any Board Member for cause by affirmative vote of two-thirds of its members.

Section 9. BOARD ELIGIBILITY AND RESIGNATION PROCEDURES: When a Board Member provides notice (or it comes to the attention of the Board) that they can no longer fulfill their Board responsibilities or term of office, or that they are no longer eligible to serve on the Board, that member should inform in writing the IACS Executive Director and the President of the Board (or the Executive Committee of the Board if the person initiating the vacancy action is the Board President) of the intended resignation, the date of such resignation, and the reasons for initiating such action. When such situations come to the attention of the Board of Directors, the Board has the authority to act to resolve eligibility issues consistent with the intent and spirit of the Bylaws and the best interests of the organization.

Section 10. COMPENSATION: Representatives and Officers shall not receive any compensation for their center.

ARTICLE VII OFFICERS

Section 1. OFFICERS: The officers on the Board of Directors shall be the President, Vice President, Immediate-Past President, Treasurer, and Secretary. Each officer shall serve until a successor has been appointed and assumes office. The Treasurer and Secretary shall be appointed by the Board of Directors upon recommendation of the President and shall serve at the pleasure of the Board.

Section 2. EXECUTIVE COMMITTEE: The Board of Directors Executive Committee shall be the President, Vice President, Immediate-Past President of the Organization.

Section 3. TERMS OF OFFICE: No officer, having served one (1) full term, shall be eligible for nomination to the same office until at least one (1) year shall have elapsed.

Section 4. VACANCIES AND REMOVAL: Vacancies in any office may be filled by the Board of Directors at any regular or special meeting. The Board of Directors, by a two-thirds vote of its Membership, may remove any officer from office for cause.

ARTICLE VIII DUTIES OF OFFICERS

Section 1. PRESIDENT: The President shall be the principal officer of the Organization and shall preside at meetings of the Board of Directors; they shall be a member ex officio, with a right to vote, on all committees. The President shall, at whatever time is deemed proper, communicate to the Organization or to the Board of Directors such matters and make such suggestions as may in their opinion tend to promote the welfare and increase the usefulness of the Organization, and they shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

Section 2. IMMEDIATE-PAST PRESIDENT: The Immediate-Past President shall serve as consultant to the President and shall continue implementation of selected programs and policies for the benefit of the Organization.

Section 3. VICE PRESIDENT: The Vice President shall be responsible for such duties as are individually assigned to them by the President with the approval of the Board of Directors. The Vice President supports the IACS Executive Director in the accreditation process, serving as a consultant and providing final accreditation decisions, when needed, for specific cases.

Section 4. TREASURER: The Treasurer shall represent the Organization and ensure the receipt and expenditure of funds in accordance with the directives established by the Board of Directors and shall be under such bond as determined by the Board. The Treasurer shall perform the duties customary to the office and such additional duties as may be determined by the Board of Directors.

Section 5. SECRETARY: The Secretary of the Board is responsible for documenting the Board's meetings and preparing minutes therefore, which shall include discussions and deliberations carried out during such meetings, and recording the resolutions of the Board and voting results and retaining them in a special and organized register. The Executive Director may fulfill these responsibilities at the discretion of the President of the Board. In such cases, the Executive Director is not a voting member of the Board.

ARTICLE IX COMMITTEES AND COUNCIL

Section 1. SPECIAL COMMITTEES: The President, with the approval of the Board of Directors, shall appoint other necessary committees, subcommittees or task forces which are not in conflict with other provisions of these Bylaws. The duties of such committees shall be prescribed by the Board of Directors upon their appointment.

Section 2. ADVISORY COUNCIL: The Advisory Council shall be selected and convened at the discretion of the Board of Directors. The Council shall number at least seven (7) members selected from the past presidents of the Organization. The Immediate-Past President serves as the

Chair for the Advisory Council. The Council will function only in an advisory capacity to the Board of Directors, the President, and/or the Executive Director.

ARTICLE X REMOTE VOTE

Section 1. SCOPE: Whenever, in the judgment of the President and/or of the Board of Directors any question shall arise which either believes should be put to a vote of the Board Members, and deems it inexpedient to call a special meeting for such purpose, may submit such a matter to the Board in writing for a decision by an electronic or remote vote. The question thus presented shall be addressed and a vote may be held at the end of the discussion. The result shall be determined according to a majority of the votes received. Voting on any matter may be conducted by mail, electronic mail or fax. Any and all action taken in pursuance of a majority vote in each case shall be binding upon the Organization in the same manner as would be action taken at a duly called meeting.

ARTICLE XI BUSINESS AFFAIRS

Section 1. EXECUTIVE AND STAFF: The Board of Directors shall employ a salaried staff head whose title and terms and conditions of employment shall be specified by the Board. This person shall manage and direct all activities of the Organization as prescribed by the Board of Directors and shall be responsible to the Board; shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Organization; shall fix their compensation within the approved budget; shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as in their judgment, shall be in the best interest of the Organization.

Section 2. FISCAL PERIOD: The fiscal period of the Organization shall be established by the Board of Directors. The current fiscal year is from January 1 through December 31.

Section 3. ANNUAL BUDGET CONFERENCE CALL: Each fiscal year, prior to January 1, the Executive Director of IACS shall present an annual operating budget covering all activities of the Organization for the next fiscal year to the Treasurer. Once the Treasurer approves the proposed budget, the Executive Director and the Treasurer present it to the Board of Directors at a called meeting (virtual video conference or conference call). The Board will vote to approve a Budget for the next fiscal year. The Treasurer shall furnish the Board of Directors, within a reasonable time following the end of each annual fiscal period, a Financial Report for the year just completed.

ARTICLE XII DISSOLUTION

Section 1. DISSOLUTION: Dissolution of the Organization may be prescribed only by the Board of Directors.

Section 2. PROVISIONS: The Organization shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall be distributed to the accredited centers of the Organization. On dissolution of the Organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors, provided that such organizations are exempt under Section 501(C)(3) or corresponding provisions of the Internal Revenue Code.

ARTICLE XIII AMENDMENTS

Section 1. PROVISIONS: These Bylaws may be amended, in whole or in part, by a two-thirds vote of the Board of Directors present at any special or regular meeting. Amendments may be proposed by the Board of Directors on its own initiative.

Section 2. REMOTE BALLOT: When in the judgment of the Executive Committee it appears undesirable to wait for a regular meeting or to call a special meeting of the Board to amend the Bylaws, the matter may be submitted to the Board of Directors in writing by electronic mail for a vote and decision. The question thus presented shall be approved by a two-thirds vote of the Board of Directors. Any and all action taken in pursuance of this vote in each case shall be binding on the Organization in the same manner as would be action taken at a duly called meeting.