

**BYLAWS
of the
INTERNATIONAL ASSOCIATION FOR RESILIENCE AND TRAUMA COUNSELING**

A Proposed Division of the American Counseling Association

**ARTICLE I
NAME, AFFILIATION, AND MISSION**

Mission: To enhance the quality of life for people and communities worldwide by promoting the development of professional counselors, advancing ACA, the counseling profession, and the ethical practice of counseling through trauma-informed practices, and respect for human dignity, cultural inclusivity, and resilience.

SECTION 1. NAME.

The name of the Association shall be the International Association for Resilience and Trauma Counseling, hereafter referred to as IARTC.

SECTION 2. AFFILIATION.

IARTC is a Division of the American Counseling Association, hereinafter referred to as ACA, and shall be subject to those provisions of its bylaws that apply to Divisions.

SECTION 3. MISSION.

The mission of IARTC, in accordance with the purpose of ACA, is to

- promote greater awareness and understanding of traumatic stress, as defined by current edition of the *Diagnostic and Statistical Manual of Mental Disorders*
- promote the recognition of resilience and traumatology as a specialization requiring focused training and supervision in the counseling profession and related helping fields
- globally promote the professional development of resilience and trauma-competent counselors and counselor educators
- advocate for the profession of resilience and trauma-focused counseling
- contribute to the knowledge base of resilience and trauma studies
- ensure ethical, culturally inclusive resilience and trauma-informed practices that protect those using counseling services
- advance appropriate assessment, prevention, and intervention strategies for counseling in response to traumatic experiences in ways that promote positive development, resilience, and wellness of people across the lifespan
- disseminate educational and professional materials with the purpose of raising the standards of practice in trauma and resilience counseling, education, supervision, and mental health care across the world.

IARTC is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the U.S. Internal Revenue Code of 1954.

ARTICLE II MEMBERSHIP

SECTION 1. TYPES OF MEMBERSHIP

- a) To be eligible for membership, a person should be a member in good standing of ACA.
- b) Membership with voting rights shall be available only to individuals who are supportive of IARTC's mission.
- c) There shall be six types of voting membership: Professional, Regular, Student, New Professional, New Professional Year 2, and Retired.
- d) All officers, governance members, and governing council representatives of IARTC must also be members in good standing of ACA.
- e) Professional members shall hold the equivalent of a master's degree or higher in counseling or a closely related field from a college or university that was accredited when the degree was awarded by one of the regional accrediting bodies recognized by the U.S. Council for Higher Education Accreditation. Professional members must present proof of academic credentials upon request, and should be members in good standing of ACA.
- f) Regular members shall include persons whose interests and activities are consistent with those of IARTC, but who are not qualified for Professional membership.
- g) Student members shall include persons who are enrolled at least half-time in a regionally accredited college or university program.
- h) New Professional members shall include individuals who have graduated in the past twelve (12) months. This status can be held for only one year.
- i) New Professional Year 2 members shall include individuals who have graduated in the past twenty-four (24) months.
- j) Retired members shall include current Professional or Regular members who are retired from the counseling or related profession and have been active IARTC members for the past 5 or more consecutive years. Members in retirement shall be entitled to reduced annual dues and shall maintain all the privileges of Professional or Regular members.

All IARTC members must agree to abide by the ACA Code of Ethics and Standards of Practice and should also be members in good standing of ACA.

SECTION 2. APPLICATION FOR MEMBERSHIP

- a) Persons who desire to become members of IARTC will complete the application found on the IARTC website, www.IARTC.org. IARTC will notify applicants of the action taken on their applications and the IARTC Membership Chair shall send a welcome notice on behalf of the association to each member accepted for membership. Persons shall become members of IARTC upon their election to membership and the payment of their dues.
- b) Membership in IARTC shall be continuous and renewable annually with the payment of dues.

SECTION 3. DUES.

- a) Annual dues for members shall be established by action of the IARTC Executive Board, hereinafter referred to as the Board.

SECTION 4. SEVERANCE OF MEMBERSHIP.

- a) Membership may be cancelled for any conduct that adversely affects IARTC, its reputation, or that is

contrary to or destructive of its mission according to these Bylaws or the ACA Code of Ethics and Standards of Practice, ACA Member Code of Conduct, or that violates the IARTC Policies and Procedures Manual, by a majority vote of the Board

- b) A member shall be dropped from membership for the nonpayment of dues.
- c) A member may resign membership at the member's discretion.

ARTICLE III

MEETINGS OF THE MEMBERSHIP

IARTC shall hold international meetings once per year at a time, place, and manner fixed by the Board. Written notice as to the time, place, and manner of the meeting will be provided to the membership at least six months in advance. IARTC may hold other meetings at a time and place fixed by the Board, which shall give reasonable written notice to the membership. If directed by the President or Executive Director of IARTC, electronic meetings of the membership may be held. Electronic meetings or attendance will be considered valid if the electronic telecommunication system allows for the transmission of words by one participant to all participants. Further, voting of the membership will be allowed by the same means. Attendance of at least 10% of the voting membership shall constitute a quorum.

ARTICLE IV

BRANCHES OF THE ASSOCIATION

SECTION 1. ISSUING BRANCH CHARTERS

- a) A proposed Branch shall: (1) consist of at least 20 people who desire to organize and become a Branch of IARTC; (2) apply to the IARTC Board for a charter; (3) submit bylaws congruent with the bylaws of IARTC, ACA, and their state Branch of ACA (if applicable); and, (4) provide a list of Branch officers (with their occupational titles) and members.
- b) The proposed Branch President or appointed representative shall submit the application and bylaws to the IARTC Board for action. Interim approval from the IARTC Board will be sufficient to allow the Branch to plan activities until the charter can be ratified by IARTC's membership at the next business meeting.
- c) The title of the Branch must be International Association for Resilience and Trauma Counseling in [State or Geopolitical subdivision].
- d) Only one Branch may be chartered in any state of the United States, District of Columbia, Commonwealth of Puerto Rico, U.S. Virgin Islands, or any U.S. Territory.
- e) Only one Branch may be chartered in any geopolitical subdivision of a country outside the United States.
- f) Charter applications shall be considered by the Board at regularly scheduled meetings. Two-thirds of the votes cast by members of the Board and ratified by members of IARTC at the annual business meeting are necessary to grant a charter to a new Branch.

SECTION 2. AUTONOMY OF BRANCHES

- a) A Branch shall be autonomous in the conduct of its affairs within the confines of its bylaws, and the Articles of Incorporation and Bylaws of IARTC and ACA.
- b) A Branch shall have the power to elect its own officers who must be members in good standing of the Branch and IARTC.
- c) A Branch may levy and collect dues or other fees and shall have full control of the management and disbursement of such funds in providing its programs.
- d) The Branch Board shall establish such policies and procedures for branch operation necessary to ensure

responsible fiscal operation.

- e) Changes in the bylaws of a Branch are not effective until approved by the IARTC Board and must be submitted in writing to the IARTC Secretary at least two weeks prior to the next IARTC Board meeting.
- f) Amendments to Branch Articles of Incorporation and Bylaws are subject to the approval/acceptance of the IARTC Board.

SECTION 3. INVOLUNTARY REVOCATION OF A BRANCH.

- a) The IARTC Board shall have the power to revoke the charter of a Branch in the event of noncompliance with Branch, IARTC, or ACA bylaws, or in the event of unethical or illegal behavior on behalf of the Branch officers.
- b) Before final action may be taken with respect to the revocation of the charter of a Branch, a notice of intent to revoke must first be passed by a majority of the Board present and voting, and the Branch in question must be advised in writing of the reasons for the proposed action. The Branch shall have until the next annual international conference of IARTC (but in no case less than nine months) to effect remedial measures.
- c) Two-thirds of the votes cast by the members of the IARTC Board who are present at a meeting where there is a cancellation shall be necessary to revoke the charter of a Branch.

SECTION 4. IARTC Interest Networks

- a) IARTC may include one or more Interest Networks.
- b) An IARTC Interest Network shall consist of persons who organize on a national basis, in accordance with IARTC Bylaws, policies and procedures, to promote a professional interest not otherwise provided for in the IARTC structure.
- c) Members who wish to initiate an IARTC Interest Network shall submit a petition for recognition to the IARTC Board. Two-thirds of the votes cast by members of the IARTC Board who are present at a meeting where there is a quorum shall be necessary to grant recognition to an IARTC Interest Network.

ARTICLE V

BUSINESS AFFAIRS OF THE ASSOCIATION

SECTION 1. SEVERABLE OR TRANSFERABLE INTEREST.

No member shall have any severable or transferable interest in the property of IARTC.

SECTION 2. CONTROL AND MANAGEMENT.

All property of IARTC shall be subject to the control and management of the Board. Any accumulation or disposal of real property, except upon dissolution of IARTC, must be approved in advance by the Board.

SECTION 3. DISPOSAL UPON DISSOLUTION.

On dissolution or final liquidation, the Board shall, after paying or making provision for the payment of all the lawful debts and liabilities of IARTC, distribute all the assets of IARTC to one or more of the following categories of recipients as the Board of IARTC shall determine:

- a) A nonprofit organization or organizations which may have been created to succeed IARTC, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income

taxation under section 501(a) of the Internal Revenue Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code; and/or

- b) A nonprofit organization or organizations having similar purposes as IARTC and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

SECTION 4. APPROPRIATION OF ASSOCIATION FUNDS.

- a) No appropriations of IARTC funds shall be made except pursuant to the authority of the Board.
- b) The Board shall adopt an annual budget.

SECTION 5. ASSOCIATION YEAR.

The fiscal year and the governance year of IARTC shall be July 1 – June 30.

SECTION 6. REPORTS.

Board members shall be sent quarterly income and expense reports from the Treasurer showing the financial state of IARTC.

SECTION 7. LIMITATIONS ON ACTIVITIES.

IARTC is organized and shall be operated exclusively for charitable and educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the U.S. Internal Revenue Code. No part of the net earnings of IARTC shall inure to the benefit of or be distributable to the members of its Board, officers, members of its committees, other private individuals or organizations organized and operated for a profit (except that IARTC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes as herein above stated).

No substantial part of the activities of IARTC shall be the carrying on of propaganda or otherwise attempting to influence legislation, and IARTC shall be empowered to make the election authorized under section 501(h) of the U.S. Internal Revenue Code. IARTC shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, IARTC shall not carry on any activities not permitted by: a) by an organization exempt from federal income tax under section 501(a) of the U.S. Internal Revenue Code as an organization described in section 501(c)(3) of such Code; and/or b) an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the U.S. Internal Revenue Code.

SECTION 8: INTERNAL REVENUE CODE

References herein to sections of the Internal Revenue Code are to provisions of the U.S. Internal Revenue Code of 1986, as amended, as those provisions are now enacted or to corresponding provisions of any future United States internal revenue code.

ARTICLE VI **OFFICERS OF THE ASSOCIATION**

SECTION 1. OFFICERS AND TERMS OF OFFICE.

- a) The officers of IARTC shall be the President, President-Elect, Past-President, Secretary, Treasurer, two Student Representatives, IARTC Representative to ACA's Governing Council, Parliamentarian, and four (4) Trustees.
- b) All officers, governance members, and governing council representatives of IARTC must be members in good standing of ACA and IARTC.
- c) All voting officers of IARTC, except the Treasurer, Student Representatives, shall be elected at large from among the members of IARTC in accordance with the IARTC Nominations, Elections, and Awards Policy.
- d) The President, the President-Elect, and the Past-President shall serve for one-year terms, from July 1 to June 30, or until their successors are elected. They shall be ineligible to serve again as President-Elect for a period of four years following service in any of these offices.
- e) The Secretary shall be elected by the membership in an odd-numbered year to serve for a two-year term from July 1 to June 30, or until a successor is elected. The Secretary may self-succeed upon Board recommendation.
- f) The Treasurer shall be appointed by the Board upon recommendation of the President-Elect in an even-numbered year to serve for a two-year term from July 1 to June 30, or until a successor is appointed. The Treasurer may self-succeed upon Board recommendation.
- g) The Representative to the ACA Governing Council shall be elected by the membership upon Board recommendation and serves a term of three years.
- h) The Trustees are elected by the membership for alternating and overlapping three-year terms from July 1 to June 30, or until a successor is elected, at the invitation of the Board. A Trustee may self-succeed upon recommendation of the Board. ACA Membership is required of Trustees.
- i) The Student Representatives shall be appointed by the Board upon recommendation of the President to serve a one-year term from July 1 to June 30, or until a successor is appointed. The Student Representative may self-succeed upon recommendation of the Board.
- j) The Editor of the IARTC professional journal shall be appointed by the Board upon recommendation of the President to serve for a three-year term from July 1 – June 30, or until a successor is appointed. The Editor may self-succeed upon Board recommendation.
- k) The Parliamentarian of IARTC shall be appointed by the Board upon recommendation of the President to serve for a three-year term from July 1 – June 30, or until a successor is appointed. The Parliamentarian may self-succeed upon Board recommendation.

SECTION 2. DUTIES OF OFFICERS.

- a) The President shall preside at all meetings of IARTC. The President shall chair and preside at meetings of the Board. The President shall be an ex-officio member without vote on all committees except the Nominations, Elections, and Awards Committee. The President shall perform the duties customary to that office and such additional duties as directed by the Board.
- b) The President-Elect shall perform the duties of the President in the absence or incapacity of the President as determined by the Board. The President-Elect shall assume the Presidency of IARTC upon the death, incapacity, or resignation of the President. The President-Elect, subject to confirmation by the Board, shall appoint members of committees, and the Treasurer, in accordance with these Bylaws, policies and procedures. The President-Elect shall serve as Chair of the Conference Committee and shall perform the duties customary to that office and such additional duties as directed by the Board. If the President-Elect becomes incapacitated, the term is to be completed by the candidate with the next highest vote on the same slate of candidates.
- c) The Past-President shall serve as Chair of the Nominations, Elections, and Awards Committee and shall perform such additional duties as directed by the Board.

- d) The Secretary shall keep record of the proceedings of the Board. The Secretary shall perform the duties customary to that office and such additional duties as directed by the Board.
- e) The Treasurer shall represent IARTC in assuring the receipt and expenditures of funds in accordance with the directives established by the Board and shall be under such bond as may be determined by the Board. The Treasurer shall perform the duties customary to that office and such additional duties as directed by the Board. This individual will assume fiscal responsibility for IARTC. The financial documents of IARTC will be reviewed and audited on an annual basis by members of an audit committee (as appointed by the President), or an outside vendor. The Treasurer will then submit all audit results, along with financial documents to ACA as required.
- f) The Student Representatives shall represent the interests of the student members of IARTC.
- g) The Representative to the ACA Governing Council shall attend the meetings of the Governing Council and represent IARTC's interests. The Representative shall inform the IARTC Board of considerations, concerns, and actions of ACA that may affect IARTC.
- h) Four (4) additional officers, known as Trustees, are elected from the general membership as representatives, and will perform additional duties as directed by the Board.
- i) The Editor will report to the Board on the progress and quality of IARTC's professional journal. This position is not a voting member.
- j) The Parliamentarian shall perform the duties customary to that office and such additional duties as directed by the Board, and should not be a voting member of the Board. The Parliamentarian shall be present at all official meetings of the general membership of IARTC.

SECTION 3. NOMINATIONS AND ELECTION OF OFFICERS.

- a) On a regular, annual basis, the Nominations, Elections, and Awards Committee (or President-Elect if a Nominations, Elections, and Awards Committee has not yet been established) shall seek and select more than one nominee for each position to be elected for the next term, and submit a slate of candidates for approval by the Board at its annual meeting.
- b) In order to be a candidate for the positions of President-Elect, nominees must hold a position on the IARTC Board, or chair an IARTC committee for a minimum of one year.
- c) ACA Governing Council Representative nominees must hold a position on IARTC Board for a minimum of one year.
- d) The Nominations, Elections, and Awards Committee (or President-Elect if a Nominations, Elections, and Awards committee has not yet been established) shall supervise the election of officers in accordance with written policies and procedures approved by the Board.
- e) In the event of a tie on the official ballot, a run-off election shall be held to break the tie.
- f) Elected offices that are prematurely vacated shall be filled for the remainder of the unexpired term by the appointment of the President. Persons filling unexpired terms are eligible to run for office unless expressly made ineligible elsewhere in these Bylaws.
- g) Any elected officer may be involuntarily removed from office if the officer is: unable to fulfill the responsibilities of the position as defined by the ACA Code of Leadership, when the officer exhibits conduct that tends to injure IARTC or adversely affect its reputation, or for behavior that is contrary to or destructive of the mission of IARTC according to these Bylaws, IARTC Policies and Procedures Manual, or the ACA Code of Ethics. Removal will require a majority vote of the Board members. The Board must provide the officer with at least ten days' notice of the proposed removal and the officer at issue shall have the opportunity to address the Board prior to a final vote for removal.

SECTION 4. COMPENSATION AND EXPENSES OF OFFICERS.

- a) None of the elected officers of IARTC shall receive any compensation for their services as such to IARTC, with the exception that the Board can approve compensation for the President, the President-Elect, and Past-President for expenditures related to office.
- b) The Treasurer may be paid such compensation from the funds of IARTC as may be fixed from time to time by the Board.

ARTICLE VII
BOARD OF DIRECTORS

SECTION 1. COMPOSITION.

- a) The IARTC Board of Directors shall be composed of the following: President, President-Elect, Past-President, Secretary, Treasurer (non-voting), Student Representatives, IARTC Representative to ACA Governing Council, Parliamentarian (non-voting), and four (4) Trustees.
- b) The terms of all inaugural Board members shall be indefinite until reception of ACA Division Status. At that time, all terms will take effect as of July 1 of the nearest fiscal year.

SECTION 2. POWER AND FUNCTIONS OF THE BOARD.

The Board shall:

- a) Establish policies and procedures to govern the affairs of IARTC.
- b) Formulate operational policies and procedures appropriate for executive action and direct the execution thereof.
- c) Grant and revoke Branch charters.
- d) Act on the reports of Branches, Standing Committees, and such Special Committees and Task Forces.
- e) Adopt and amend Articles of Incorporation and Bylaws.
- f) Exercise such other powers and functions as may be necessary or desirable in the best interests of IARTC, not in conflict with these Bylaws.
- g) Establish the strategic plan of IARTC.
- h) Establish broad, long-term professional and strategic directions for IARTC.

SECTION 3. MEETINGS OF THE BOARD.

- a) The Board shall meet a minimum of once per year; before, during, or after the ACA Annual Conference and Exposition. Expenses incurred in participation in Board meetings will be paid by IARTC in accordance with IARTC policies and procedures.
- b) The President of IARTC shall preside at meetings of the Board and, in the President's absence, the President-Elect shall preside.
- c) A majority of the voting members of the Board shall constitute a quorum. Live electronic videoconference shall qualify as attendance.
- d) At each annual meeting, or when so requested in writing, each Branch, officer of IARTC, and each Standing and Special Committee and Task Force as specified in these Bylaws shall submit a written report to the President who shall transmit the report to the Board.
- e) If directed by the President, electronic or special meetings of the Board or Executive Committee may be held. Electronic meetings will be considered valid if the electronic telecommunication system allows for the transmission of words by one participant to all participants. Further, voting of the Board or Executive Committee will be allowed by electronic telecommunications.
- f) If a Board meeting cancellation is necessary, Board members will be notified in writing as early as possible,

but within 48 hours of a cancelled meeting. If a rescheduled meeting is not possible, business items will be forwarded to the next regularly scheduled meeting.

SECTION 4. EXECUTIVE COMMITTEE.

- a) The Executive Committee shall consist of the President, President-Elect, Past-President, Secretary, and Treasurer. The President, President-Elect, Past-President, and Secretary each have one vote. The Treasurer shall serve ex officio, without vote.
- b) The Executive Committee shall act for the Board within policies as may be established by the Board. The Executive Committee shall function primarily to address those issues which are necessary for the efficient operation of IARTC where the time requirements necessitate immediate action.
- c) All actions and activities of the Executive Committee shall be communicated to the Board through minutes which are disseminated within ten working days of an Executive Committee conference or meeting. The actions taken by the Executive Committee must be submitted for ratification by the Board at the next Board meeting. Any subsequent decision by the Board that is contrary to an action taken by the Executive Committee shall (to the extent permitted by law) be given only prospective effect.
- d) The Executive Committee shall confer or meet at least once per year in addition to the Board meetings. A majority of voting members of the Executive Committee shall constitute a quorum. Other conferences or meetings may be called only in an emergency, which is determined by the President or the Board. Meetings may be via live electronic videoconference as deemed appropriate by the President.
- e) The Executive Committee represents the administrative leadership of IARTC, charged with setting the direction of the organization and with making any determinations that affect the organization.
- f) No person or body, except for the current IARTC President, shall speak on behalf of or otherwise officially represent the IARTC Executive Committee.
- g) No member of the Executive Committee shall serve more than two consecutive terms in the same position or more than five consecutive terms on the Executive Committee in any position (unless otherwise stipulated Article V, Section 1). If there are no candidates for a position, these term limits can be waived for one year by majority vote of the Board.

SECTION 5. TRUSTEES

- a) Trustees are leaders in the field of counseling or closely related professions, representing the institutional and historical knowledge of their profession.
- b) Trustees will consist of four (4) members, serving rotating 3-years terms (2 Trustees per term).
- c) Nominees for Trustee are identified through a call for nominations to the IARTC membership by the Nominations, Elections, and Awards Committee. Resulting Nominees are vetted by the Nominations, Elections, and Awards Committee, which will advance a slate of nominees to ACA for ACA's formal election process.
- d) In the event of a tie vote, the IARTC President-Elect will serve as tiebreaker.
- e) In the event that a Trustee is unable to finish an appointed term, the current IARTC Nominations, Elections, and Awards Committee shall organize a vote within 45 days to fill the vacancy of the remainder of the term.
- f) Trustees may succeed themselves for one (1) additional term.
- g) The inaugural Trustees shall be appointed by agreement of the Board except that the Trustees shall be randomly assigned terms of 1, 2, and 3 years. The current IARTC President shall determine the method and manner by which the random terms are assigned.

SECTION 6: REMOVAL OF BOARD MEMBERS

- a) Any non-Trustee member of the Board may be removed from their position immediately upon two-thirds vote of the Board.
- b) Any Trustee member of the Board may be removed from their position immediately upon three-quarters vote of the Board.

ARTICLE VIII
PUBLICATIONS

SECTION 1. PUBLICATIONS POLICY.

The President, acting on the recommendations of the Board and the Publications/Medial Committee, shall determine and direct the basic publications policy and program of IARTC, and shall have the authority to hire, discharge and fix the compensation of the persons serving as editors of the publications and other media of IARTC.

SECTION 2. JOURNAL.

Trauma Counseling and Resilience shall be the journal of IARTC and shall be available without additional charge to IARTC members. The President shall, with the approval of the Board, appoint a Journal Editor and such other staff as may be necessary to carry out the provisions of this Article. The IARTC Board, from time-to-time, determine the frequency of issuance and the size and format of the journal, taking into consideration the needs of IARTC, the availability of suitable material for publication, and finances available for publication of the journal.

SECTION 3. NEWSLETTER.

IARTC shall provide a newsletter for its membership, discussing current issues and needs of the organization. The Editor and Associate Editor of the IARTC Newsletter shall be appointed by the President.

SECTION 4. COPYRIGHT.

IARTC shall own the copyright of the original and any renewal term for any writing that is published by IARTC. The author of any such writing shall have the right to make a non-profit or non-commercial use of the work provided that there be affixed to each copy the copyright notice used by IARTC when the writing was first published. The author shall have the right to make or authorize the profit or commercial use of any such writing only after first obtaining the written consent of IARTC.

SECTION 4. BRANCH PUBLICATIONS.

Nothing in this Article shall be interpreted as limiting the freedom of any Branch to produce, select and copyright publications of its choice.

ARTICLE IX
COMMITTEES

SECTION 1. STANDING COMMITTEES.

The Standing Committees of IARTC shall be:

- a) Advocacy Committee
- b) Branch Committee
- c) Bylaws Committee
- d) Communication/Media and Public Relations Committee

- e) Conference Committee
- f) Diversity, Equity, Inclusion, and Social Justice Committee
- g) Ethics Committee
- h) Graduate Student Committee
- i) Membership Committee
- j) Nominations, Elections, and Awards Committee

SECTION 2. REPORTS OF STANDING COMMITTEES.

Each Standing Committee shall provide an informal update at each quarterly Board meeting and submit an annual written report to the President who shall transmit the report to the Board for the meeting that most closely coincides with the American Counseling Association Annual Conference.

SECTION 2. COMMITTEE TERMS.

Each Standing Committee Chair will serve for one year, but may be reappointed for two or three additional one-year terms by the IARTC President. Committee Chairs may not serve for more than three consecutive years, except by vote of the Board.

SECTION 3. SPECIAL COMMITTEES AND TASK FORCES.

The President, subject to confirmation by the Board, may establish a time-limited Special Committee or Task Force for a specific temporary purpose or assigned task beyond Standing Committees' scope of responsibilities as indicated in policies adopted by the Board. Any such Special Committee or Task Force shall be responsible to the Chair of the Standing Committee with the most closely related scope of responsibility.

SECTION 4. REPORTS OF SPECIAL COMMITTEES AND TASK FORCES.

Each Special Committee and Task Force shall complete the specific purpose or the assigned task by a date specified by the Board and submit a written report to the President by or before a date set by the Board. The President shall transmit the reports to the Board.

ARTICLE X INDEMNIFICATION

SECTION 1. PROVISION.

IARTC shall indemnify each member of its Board, as described in Article VII, and each of its officers, as described in Article VI, and each member of its committees, as described in Article IX for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

SECTION 2. IMPLEMENTATION.

IARTC shall indemnify each of its Board members and officers and committee members, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceedings, or any appeal therein, imposed as a result of such action or proceedings, or any appeal therein, imposed upon or asserted against a Board member by reason of being or having been a Board member or officer or committee member and acting within the scope of official duties, but only when the determination shall have been made judicially

or in the manner hereinafter provided that the member acted in good faith or for the purpose reasonably believed to be in the best interests of IARTC and, in the case of a criminal action or proceeding, in addition had no reasonable cause to believe that the member's conduct was unlawful. This indemnification shall be made only if IARTC shall be advised by its Board acting (1) by quorum consisting of Board members who are not parties to such action or proceedings upon a finding that, or (2) if a quorum is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that, the Board member or officer or committee member has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board, it may rely, as to all questions of law, on the advice of independent legal counsel.

SECTION 3. INCLUSION.

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

ARTICLE XI NONDISCRIMINATION

There shall be no discrimination against any individual on the basis of ethnic group, race, religion, gender, sexual orientation, age, record of public offense, and/or disability.

ARTICLE XII BYLAWS

SECTION 1. AMENDMENT AND REVISION.

These Bylaws may be amended, revised, or both by a two-thirds majority of the Board members voting when a quorum is present.

- a) Proposed amendments and revisions may be originated by the Board or presented to the Board by a Branch, a Standing Committee (provided that the submitting entity is in compliance), or by an individual member, provided that in the case of an individual member the proposed amendment shall be presented over the signatures of at least fifty members in good standing.
- b) All such proposed amendments and revisions must be submitted in writing to the Bylaws Committee no later than twelve weeks prior to the Board meeting at which the change may be considered.
- c) The Bylaws Committee will transmit to the Board such proposed amendments with or without a recommendation regarding each proposed change at least six weeks before the next regularly scheduled meeting of the Board.

Any such amendments or revisions, including the initial adoption of the inaugural version of the IARTC Bylaws, must be approved by the ACA Bylaws Committee and the ACA Governing Council before implementation.

SECTION 2. POLICIES AND PROCEDURES.

Supplementary policies and implementation guidelines for these Bylaws are to be found in the IARTC Policies and Procedures Manual.

ARTICLE XIII
RULES OF ORDER

The current edition of Robert's Rules of Order, Newly Revised, (edited by Henry M. Robert III and William J. Evans, and published by Perseus-Harper Collins) shall govern the proceeding of all bodies of IARTC except where otherwise specified in these Bylaws.