

1. By-laws

By-Laws of the Connecticut Counseling Association

The Connecticut Counseling Association is a chartered branch of the American Counseling Association and is organized in accordance with the American Counseling Association By-laws. The Divisions of the Connecticut Counseling Association are organized in accordance with the CCA and ACA By-Laws. The division mission statements and goals shall be congruent with those of the CCA and ACA. Members of the Connecticut Counseling Association abide by the ACA Code of Ethics and Standards of Practice. CCA files reports, budgets and audits with the ACA. CCA strongly encourages its members to become members of the American Counseling Association.

Article I: Name and Mission

Section 1. Name: The name of this Association shall be the Connecticut Counseling Association, hereinafter referred to as the Association, CCA, or the Connecticut Counseling Association.

Section 2. Use of Name: The name of the Association shall be employed in connection with all official business and activities of the Association.

Section 3. Mission: The mission of the Association is to enhance human development throughout the life span and to promote the counseling profession.

Article II: Membership

Section 1. Types of Membership:

- (a) Voting membership shall be of one type – individual members.
- (b) There shall be five types of individual membership: professional, regular, emeritus, retired and student.
- (c) Professional members shall hold a master's degree or higher in counseling or a closely related field from a college or university that was accredited by one of the regional accrediting bodies recognized by the Council on Post-Secondary Accreditation when the degree was awarded. Professional members shall present proof of academic credentials.
- (d) Regular members shall include persons whose interests and activities are consistent with those of the Association, but who are not qualified for Professional membership.
- (e) Emeritus members who, having reached the age of sixty-five (65), and having been a member of at least five (5) years of at least one Division or its antecedent, and a current member in good standing at the time of submission of a completed application form and maintains said membership until a decision is made by the Governing Council may request Emeritus membership under qualifications established by the Governing Council. Emeritus membership is granted to an individual by a vote of the Governing Council. Emeritus members shall be exempt from the payment of dues to the Association and to one Division, but shall retain all the rights and privileges of dues paying members. In addition, the registration fee for the CCA Annual Conference shall be waived.
- (f) Retired members shall be retired in their professional career and have been members of at least one Division or its antecedent for the immediate five successive years before retirement. A member not reaching the age of 65 upon retirement, shall pay the same dues as student members. Having reached the age of 65, a retired member may seek Emeritus status as outlined in Article II Section 2e.
- (g) Student members shall be attending an accredited counseling program.
- (h) Members of all types shall agree to abide by the American Counseling Association's ethical standards.
- (i) All members of the Association on June 30, 1992, shall be declared professional members of the Association regardless of their educational backgrounds and shall maintain their professional membership as long as the membership is continuous, unless removed for cause.
- (j) Procedure: Any person desiring to become a member of the Association shall make application to the Executive Director and/or Administrative Assistant who shall notify the applicant of the action taken on the application.
- (k) Member in Good Standing: A member shall pay annual dues and elect and maintain membership in at least one Division of the Association at the time of being admitted into the Association.

- (l) Special Membership: The Governing Council shall prescribe and establish criteria for special membership in the Association, consistent with the By-laws of the Association provided, however, that no person shall be deprived of any privileges heretofore granted.

Section 2. Dues:

- (a) The Governing Council of the Association shall determine the dues for the members.
- (b) Payment of dues to the Association shall entitle a member to membership in one division of the Association to be designated by the member at such time as Division membership is established.
- (c) Each CCA Division may choose to establish, maintain, and monitor membership including, but not limited to, the collection and disbursement of all membership fees and dues, according to mutually agreed upon policies and procedures established between CCA and the Division. The Division that chooses to collect its own dues shall acquire its own tax identification number.

Section 3 Severance of Membership

- (a) A member may be dropped from membership for any conduct that tends to injure the Association or to affect adversely its reputation, or that is contrary to or destructive of its objectives according to the by-laws and code of ethics of the American Counseling Association. (The Committee on Ethics shall consider any charges made over the signatures of two members in good standing. The Committee on Ethics shall give the member notice of the precise nature of the charge in a closed session of the Ethics Committee, conduct a hearing, giving the member an opportunity to present evidence through witnesses or otherwise, and to confront witnesses. The Ethics Committee shall have the power to determine whether the charges shall be dropped, whether the accused member shall be permitted to resign or whether charges are true and what further action shall be determined subject, however, to the right of any accused member to appeal to the Governing Council from any decision of the Ethics Committee.) The Ethics Committee does not adjudicate. Advice can be solicited from the American Counseling Association and acted upon by the Governing Council to remove a member from membership.
- (b) A CCA member will be considered lapsed for the non-payment of dues as of the last day of the month of renewal. A lapsed member may not hold CCA or a Division elected office or any other leadership positions (e.g., committee chair).

Article III: Divisions

Section 1. Organization of Divisions:

- (a) The Association shall include one or more Divisions representing specialized areas of interest in guidance, counseling, or personnel work.
- (b) Divisions shall be organized in accordance with the By-laws of the Association.
- (c) The major purposes of a Division shall be in accord with those of the Association.
- (d) All elected officers of CCA shall be members in good standing of the American Counseling Association.

Section 2. Formation of a Division:

- (a) Rules governing the formation of new Divisions shall be established by the Governing Council. (refer to Appendix D of the Guidelines, Policies and Procedures Manual)
- (b) The Governing Council shall have the power to grant charters to Divisions in accord with the aforementioned CCA Policies and Procedures.

Section 3. Division Identification:

- (a) A Division of the Association shall be autonomous in the conduct of its affairs, consistent with the By-laws of the Association.
- (b) A Division of the Association may adopt its own name but in all instances shall identify itself as "A Division of the Connecticut Counseling Association". This statement is to appear on all division publications and correspondence.

Section 4. Filing of an Annual Report:

- (a) The Treasurer of each Division shall file an annual financial report with the CCA Treasurer no later than July 15th of the new fiscal year.
- (b) The President of each Division shall file an annual Division report with the President and Executive Director of the Association no later than June 30th of the current fiscal year. (See Guidelines, Policies and Procedures for content of report)
- (c) The President of each division shall transmit to the Association President and Executive Director, names of its officers no later than July 15th of the new fiscal year or as they are elected/appointed.
- (d) Each Division shall file a copy of their current by-laws and proposed budget annually with the CCA President, By-laws Chair and Executive Director.

Section 5. Amendments to Basic Division Documents:

Amendments to any Division's Articles of Incorporation, Constitution or By-laws shall be reported in writing to the President and Executive Director for approval by the Governing Council within thirty (30) days after the effective date of their adoption.

Section 6. Dissolution of a Division:

The Governing Council shall have the power to revoke the charter of a Division or revoke Division status, when it is deemed in the best interest of the Association to do so.

- (a) Before final action may be taken with respect to the dissolution of a Division or revocation of Division status, a notice of intent to dissolve shall first be passed by a majority of the Governing Council present and voting and the Division in question advised in writing of the reasons for the proposed action. The Division shall have until the next meeting of the Governing Council (but in no case less than two months) to effect remedial measures, or to present orally or in writing to the Council their case at the next scheduled meeting.
- (b) A two-thirds vote of the Governing Council members present and voting shall be necessary to revoke the charter or revoke the Division status, of a Division.

A Division may request dissolution by Governing Council if it is deemed in the best interest of the Division as: division membership remains below 50 for two consecutive years and/or no members volunteer to serve in a leadership position.

- (a) Before final action may be taken with respect to a Division's request for dissolution, the current leadership will inform members of the existing situation and request feedback, the Division President will present to the Governing Council in writing a recommendation to dissolve citing the reasons for said act, the Governing Council will review and discuss the recommendation, The Governing Council may suggest remedial measures or vote to dissolve the Division
- (b) A two-thirds vote of Governing Council members present and voting shall be necessary to dissolve the Division.
- (c) See Appendix M for specific process

Article IV: Affiliate Groups

Section 1. State Chapters and Interest Sections:

- (a) A State Chapter shall consist of persons who organize on the basis of a local geographical unit within the state in accordance with the By-laws of the Association.
- (b) A State Interest Group shall consist of persons who organize on either a statewide or local basis in accordance with the By-laws of the Association to promote a professional interest not otherwise provided for in the Division structure.
- (c) The Association shall provide for the affiliation within the Association of such State Chapters and Interest Groups as may be certified by the Governing Council.

Section 2. Amendments to State Chapter and Interest Group Basic Documents:

- (a) Amendments to any State Chapter's or Interest Group's Articles of Incorporation, Constitution, or By-laws shall be reported in writing to the President and Executive Director for approval by the Governing Council within (30) thirty days after the effective date of adoption by the Chapter or Interest Group.

Section 3. State Chapter and Interest Group Reports.

- (a) The Treasurer of each State Chapter and Interest Group shall file an annual financial report with the CCA Treasurer no later than July 15th of the new fiscal year.
- (b) The President of each State Chapter and Interest Group shall file an annual Division report with the President and Executive Director of the Association no later than June 30th of the current fiscal year. (See Guidelines, Policies and Procedures for content of the report)
- (c) The President of each State Chapter and Interest Group shall transmit to the Association President and Executive Director, names of its officers no later than July 15th of the new fiscal year or as they are elected/appointed.

Section 4. Dissolution of a State Chapter or Interest Section:

- (a) Before final action may be taken with respect to the dissolution of a Chapter or Interest Group, a notice of intent to dissolve must first be passed by a majority of the Governing Council members. The Chapter or Interest Group in question shall be advised in writing of the reason for the proposed action. The Chapter or Interest Group shall have until the next meeting of the Governing Council (but in no case less than two months) to effect remedial measures.
- (b) A two-thirds vote of Governing Council Members shall be necessary to revoke the charter or affiliation of a Chapter or Interest Group.

Section 5. Other Affiliated Groups:

- (a) The Governing Council shall establish procedures for the granting or withholding of certification of affiliated groups of CCA.

Article V: The Governing Council

Section I. Composition:

- (a) The Governing Council shall be composed of the following voting members: President, Immediate Past-President, President-Elect, of CCA, Presidents of each Division, or a designated alternate and Representatives from each Division as determined by the following:
 - 50-150 primary members of a Division – 1 additional Representative
 - 151-225 primary members of a Division – 2 additional Representatives
 - 226-300 primary members of a Division – 3 additional Representatives
 - 301-400 primary members of a Division – 4 additional Representatives
 - 401-500 primary members of a Division – 5 additional Representatives
 - 501-650 primary members of a Division – 6 Additional Representatives
 - 651-800 primary members of a Division – 7 Additional Representatives
 - 801-1000 primary members of a Division – 8 Additional Representatives
- (b) Chairpersons of standing committees together with the editors of the Newsletter and Journal, the Secretary, Treasurer, Executive Director and/or Administrative Assistant and Student Liaison shall be invited to Governing Council meetings.
- (c) No voting member of the Governing Council may represent more than one Division or cast more than one vote.
- (d) Every Division Representative or designee shall be accredited in writing to the Governing Council by the President of the Division as a Representative and as a member in Good Standing of the Association.

Section 2 Powers and Function:

The Governing Council shall have the following powers and functions:

- (a) To establish policies to govern the affairs of the Association.
- (b) To act for the Association.
- (c) To grant, deny, or revoke the charters of Divisions or revoke Division status, and the certification of Interest Groups and Chapters.
- (d) To act on the reports of Standing Committees, and such special committees as are responsible to the Governing Council.
- (e) To adopt and to amend By-laws.
- (f) To exercise such other powers and functions as shall be necessary or desirable in the best interest of the Association, not in conflict with the By-laws.
- (g) To set and maintain Guidelines, Policies and Procedures for the operation of the Association.
- (h) Authorize non-budgeted expenses.
- (i) Approve the annual budget.

Section 3. Vacancies Occurring During Terms of Elected Officers:

- (a) The President of the Association shall appoint a person temporarily to fill any vacancy or vacancies on the Governing Council occurring during a term or terms of office. The President shall give due consideration to geographical and Divisional representation when making such an appointment. Such appointments shall be subject to acceptance by the Governing Council.
- (b) Nominees accepted in this manner shall serve out the unexpired portion of the term in question.
- (c) Vacancies on the Governing Council shall be filled by the President in a timely manner and voted upon by the Governing Council at its next regularly scheduled meeting.

Section 4. Meetings of the Governing Council:

- (a) The Governing Council shall meet no less than four times each year as scheduled by the Association President. This schedule is distributed at the annual spring Leadership Development Institute. Meeting reminders are sent by email two weeks prior to each of the scheduled meetings. Agendas are sent with the notification reminder. The Governing Council shall meet upon the call of the President of the Association. At other times a meeting may be called upon a majority vote of the Governing Council conducted by mail or other means by the Secretary or other elected officers of the Council.
- (c) A quorum shall consist of at least one-quarter of the voting members of the Governing Council.

Section 5. General Meetings

- (a) A General Meeting shall be held at the annual CCA Conference, at which time elections for CCA officers are carried out.
- (b) The membership shall be notified of the election through the Newsletter. Members not in attendance at the conference may request a mail or email ballot.

Article VI: Executive Board

Section 1. Composition and Function:

- (a) The voting members of the Executive Board of the Governing Council shall consist of: President, Immediate Past President, and President-Elect, of CCA and one additional member appointed by the Governing Council. The Treasurer, Secretary and Executive Director and/or Administrative Assistant shall be ex-officio members without vote.
- (b) The Executive Board shall act for the Governing Council during intervals between its meetings but within the limits of any decisions or policies adopted by either the Governing Council or the general membership.
- (c) The Executive Director and/or Administrative Assistant shall be appointed by the Governing Council upon the recommendation of the President and shall serve at its pleasure.
- (d) The President shall be the chief elected officer of the Association.
- (e) The President-Elect shall automatically become President of the Association one year after commencement of office as President-Elect, or upon the death or resignation of the President.
- (f) The Treasurer shall be appointed by the Governing Council upon recommendation of the President of the Association and shall serve at its pleasure.
- (g) The Secretary shall be appointed by the Governing Council upon the recommendation of the President of the Association and shall serve at its pleasure.
- (h) An elected officer shall not be a candidate for consecutive terms in office provided, however, that a President-Elect succeeding to the office of the President by reason of the death or resignation of the President shall serve a full one-year term as President in addition to serving the unexpired term of the resigned or deceased President.
- (i) The term of office of any elected officer of CCA shall be July 1 through June 30 or until a successor takes office.

Section 2. Nomination and Election of Officers:

- (a) Nomination and Election Committee: There shall be established a Nomination and Election Committee consisting of the Immediate Past- President of the Association as Chairperson, one other Past-President appointed by the President but subject to con-

firmation by the Governing Council and one representative designated by each Division. No member of the Nomination and Election Committee may serve for two consecutive years as a member of the Committee nor may any member be a candidate for office while a member of the Nomination Committee.

- (b) Nominations: The Nomination and Election Committee shall place in nomination the names of no more than three Association members to be placed on a nomination ballot for each elected office.
- (c) Elections: The Nomination and Election Committee shall annually conduct the election of CCA officers by secret ballot, distributed to the individual members attending Division meetings at the Annual Conference of the Association with provision for write-ins. In addition, ballots will be mailed to members not attending the conference if so requested.

If no annual conference is being held, the election shall be conducted by mailed ballots. During the elections, Division offices may also be on the ballots. If a Division does not choose to participate in the CCA election process, that Division must conduct a separate annual election and report the results immediately to the CCA president and to the CCA Governing Council at the next meeting of the Governing Council at which time the new Division president will sit on the Governing Council.

Section 3. Duties of Officers:

- (a) The President shall be the chief elected officer of the Association, shall preside at all state meetings of the Association, and during the term of office, coordinate Association activities with ACA. The President or designee shall supervise the Executive Director and/or Administrative Assistant. The President shall appoint chairpersons of all committees except as otherwise specified in these By-laws and shall be ex-officio member, without vote, of all committees. The President shall be a voting member of the Financial Affairs Committee. The President shall perform such additional duties as are customary to the office. The President shall be a member in good standing of ACA.
- (b) The President-Elect shall perform the duties of the President in the absence, incapacity, resignation or death of the President. The President-Elect shall be a voting member of the Financial Affairs Committee. The President-Elect shall be a member in good standing of ACA.
- (c) Immediate Past-President shall be a member in good standing of ACA, and act as Chairperson of the Nomination and Election Committee. The Immediate Past-President shall be a voting member of the Financial Affairs Committee as well as a voting member of the Policies and Procedures Review Committee.
- (d) The Treasurer shall represent the Association in assuring the receipt and expenditure of funds in accordance with directive of the Governing Council, and shall be under such bond as may be determined by the Governing Council. The Treasurer shall be a non-voting member of the Financial Affairs Committee. The Treasurer shall perform the duties customary to the office and such additional duties as directed by the President and Governing Council.
- (e) The Secretary shall keep the records of the current activities of the Association and its Executive Board, and shall perform other duties as assigned by the President and/or Governing Council.
- (f) The Executive Director, when appointed, shall serve as executive officer of the Association. The Executive Director shall perform such duties as may be delegated by the Governing Council and Officers of the Association and shall be under bond for an amount determined by the Governing Council. The Executive Director shall be a non-voting member of the Executive Board, the Governing Council, the Financial Affairs Committee, and the Policies and Procedures Review Committee. The Executive Director shall be empowered to affix the seal and execute official documents of the Association.
- (g) The Administrative Assistant shall carry out the responsibilities set forth in the operating procedures of the Governing Council.
- (h) The Student Liaison to the Governing Council is a currently matriculated CCA student member, appointed by the President and approved by the Governing Council. The

Student Representative shall be a non-voting member of the Council and may be re-appointed.

Section 4. Compensation and Expenses of Officers:

- (a) None of the elected officers of the Association shall receive compensation for their services to the Association. The necessary expenses of the elected officers of the Association may be paid from the funds of the Association under the policies of the Governing Council established for such payments.
- (b) The Secretary, Treasurer, Administrative Assistant and/or Executive Director shall be paid such compensation from the funds of the Association as may be fixed from time to time by the Governing Council established for such payments.

Section 5. Removal of an Officer

- (a) Non-Performance of duties - An officer may be removed for the non-performance of duties. (See Policies and Procedures Handbook)
- (b) Severance of Membership - If an officer of the Association is dropped from membership for ethical violations or non-renewal of membership, this person shall be automatically removed as an officer.
- (c) Written petition of 5 members of the Governing Council shall set in motion the following process: (1) The member is informed of the complaint by the President, (2) A hearing is conducted by an Ad Hoc committee consisting of the immediate past president as Chair and 5 additional members selected by the Governing Council, (3) The committee recommends action to the full Governing Council and (4) The Governing Council acts on the recommendation.
- (d) Any members in a leadership position (officers of the association, a division or a committee chairs) indebted to the Association may not hold office in the Association as deemed by the Governing Council, Said member may have said position reinstated upon full payment of the entire debt to the Association at the discretion of the Governing Council.(August 24, 2007)

ARTICLE VII: Hiring and Job Evaluation of Executive Director and/or Administrative Assistant

Section 1. Hiring:

- (a) Search Committee: President under provision of Article IX Section 1. Appointment of Committees shall set up an Executive Director Search Committee.
- (b) The Executive Director Search Committee, after conducting its search, shall present the candidate or candidates to the President, who will then bring the name or names before the Governing Council for approval.

Section 2. Job Evaluation:

- (a) The President of CCA and the Presidents of the active Divisions shall constitute the Evaluation Committee for the purpose of evaluating the Executive Director and/or Administrative Assistant.
- (b) Criteria for Evaluation determined by the Evaluation Committee shall be presented to the Governing Council for approval.
- (c) The Evaluation Committee meeting, in closed session, annually shall present the evaluation to the Executive Director and/or Administrative Assistant.
- (d) Recommendation to continue and/or terminate the Executive Director and/or Administrative Assistant shall be presented to the Governing Council for final approval.

Article VIII: Business Affairs of the Association

Section 1. Severable or Transferable Interest:

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

Section 2. Control Management:

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

Section 3. Disposal Upon Dissolution:

In the event of dissolution, all of the remaining assets and property of the Association shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under Section 501 C (6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, or to the federal government or State/Local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Connecticut.

Section 4. Appropriation of Association Funds:

- (a) No appropriation of Association Funds shall be made except pursuant to the authority of the Governing Council.
- (b) At its first meeting of the Association year, the Governing Council shall consider, revise if necessary, and adopt an annual operating budget submitted by the President.

Section 5. Association Year:

The official year and fiscal year of the Association shall be established in accordance with that of the American Counseling Association July 1-June 30.

Section 6. Financial Reports:

Members of the Governing Council shall receive written income and expense reports showing the financial state of CCA at all Governing Council meetings each year. The books of the Association shall be reviewed on an annual basis by an audit committee, appointed by the President and approved by the Governing Council. This committee may direct that an outside audit be conducted.

Section 7: Financial Affairs Committee

The Financial Affairs Committee shall advise the Governing Council on budget planning and development, financial management and budget implementation in accordance with the Financial Policy of the Association.

Section 8: Financial Policy:

The Financial Policy of the Connecticut Counseling Association can be referenced in Appendix B of the Guidelines Policies and Procedures Manual.

Section 9: Tax Exempt Status:

CCA is designated as a non-profit organization exempt from federal income tax under Section 501 (a) of the Internal Revenue Code as an organization described in 501 (c) (6) of such code. Refer to the Leadership Handbook for lobbying information.

CCA is not incorporated. The official address of the Connecticut Counseling Association is the address of the Executive Director who maintains a home office.

Article IX: Publications

Section 1: Publications Committee:

The Publications Committee shall be a standing committee of the Association. The terms of office, shall be determined by the President, with the approval of the Governing Council.

Section 2: Policy:

The Governing Council, acting on the recommendations of the Publication Committee shall determine and direct the basic publication's policy and program of the Association and shall have authority to appoint persons to serve as editors of the publications of the Associations.

Section 3. Official Publications:

The official publication(s) of the Association shall be distributed without additional charge to every member in good standing of the Association.

Section 4. Other Publications:

The Governing Council, after consultation with appropriate boards and committees, shall have the authority to initiate, continue, and terminate, from time to time, all other publications of the Association.

Section 5. Copyright:

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

Section 6. Division Publications Autonomy:

Nothing in this article shall be interpreted as limiting the autonomy of any Division with respect to its publications.

Article X: Committees

Section 1. Appointment of Committees:

The President shall have authority to name special committees as are needed to conduct the activities of the Association.

Section 2. Standing Committees:

- (a) The standing committees of the Association shall be: The Adult Aging and Development Committee, The By-Laws Committee, The Conference and Professional Development Committee, The Ethics Committee, The Financial Affairs Committee, The Membership Committee, The Mentoring Committee, The Multicultural Counseling and Development Committee, The Nomination and Election Committee, The Past Presidents Committee, The Policies and Procedures Review Committee, The Publications Committee, The Public Policy and Legislation Committee, The Public Relations and Publicity Committee, The Strategic Planning Committee and The Technology Committee.
- (b) Ad Hoc Committees – The Awards Committee, The Executive Director Succession Committee, The Website Committee
- (c) Liaisons – Student Liaison
- (c) The President shall appoint chairpersons to standing and ad hoc committees subject to approval by the Governing Council.

Section 3. Reports:

Each committee shall make an annual report of its activities and status to the Governing Council.

Article XI: Non-Discrimination

Section 1 Non-Discrimination:

There shall be no discrimination against any individual on the basis of ethnic group, color, creed, sex, affectional or sexual orientation, age, and/or physical or mental handicap.

Article XII: Indemnification

The Association shall indemnify each member of the Governing Council as enumerated in Article V section 1 of the By-laws, the Executive Board of the Governing Council as enumerated in Article VI Section 1 and the Chairperson or persons of Standing and Ad Hoc Committees as enumerated in Article X Section 2 for the defense of Civil or criminal action or proceedings as herein after the By-laws, in a manner and to the extent permitted by applicable law.

The Association shall indemnify each of its directors and officers, 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 an appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided that he or she acted in good faith for the purpose which he or she reasonably believed to be in the best interests of the Association and, in the case of criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Governing Council acting (1) by quorum consisting of Governing Council members who are not parties to such section or proceedings upon finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that, the Governing Council or officer has met the foregoing applicable standard of conduct. If the undergoing determination is to be made by the Governing Council, it may rely as to allow questions of law on the advice of independent legal counsel. Every reference herein to a member of the Governing Council or officer of the Association shall include every member and officer thereof or former member and officer thereof. This indemnification shall apply to all judgments, fines, amounts in settlements, and reasonable expenses described above whenever arising allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any member or officer of the Association might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights. In addition, the Association

shall indemnify the Executive Committee and Chairperson or persons of Standing and Ad Hoc Committees of all divisions of CCA.

Article XIII: By-Laws

Section 1. Amendment:

These By-Laws shall be amended by a majority of the Governing Council members present and voting.

- (a) Proposed amendments shall be originated by the Governing Council or presented to the Governing Council by the By-Laws Committee, a CCA standing committee, an elected official or Division President or an individual member. In the case of an individual member the proposed amendment(s) shall be presented over the signatures of at least fifty (50) members in good standing.
- (b) The proposed amendment(s) shall be individually submitted to the By-Laws Committee no later than two weeks prior to the governing Council meeting at which the proposed amendment(s) will be considered.
- (c) The By-Laws committee shall transmit to the Governing Council such proposed amendment(s) with or without a recommendation regarding each proposed change at the next regularly scheduled meeting of the Governing Council.

