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**BYLAWS OF
MAINE CLINICAL COUNSELORS ASSOCIATION**

ARTICLE I - NAME, OFFICE, AND LOCATION

1.1. The name of the organization shall be the Maine Clinical Counselors Association (herein referred to as MCCA), a statewide organization of clinical mental health professionals who serve as core providers in their communities.

1.2. The location and principal office of the Association shall be in Portland, Maine but it may also maintain other offices within the state as the Board of Directors may require.

ARTICLE II- PURPOSE

2.1. The primary purpose of MCCA shall be to meet the common needs and concerns of clinical counselors in Maine by:

- a. Promoting the professionalism of clinical counselors in the State of Maine through the application of professional standards of practice of the American Mental Health Counselors Association (AMHCA);
- b. Providing ongoing professional development, training, and educational activities for clinical counselors;
- c. Serving as a resource of ideas and information relevant to clinical counselors;
- d. Educating the public regarding mental health issues, clinical counseling and MCCA's role in these endeavors.
- e. Promoting academic and professional standards for clinical licensure in the State of Maine; and

f. Consulting and coordinating with other related professionals in order to better serve the needs of clients, their communities, and the State of Maine.

The Corporation shall have all of the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporations organized under the laws of the State of Maine.

ARTICLE III-MEMBERSHIP

3.1. Members of this Association shall be approved by the Board of Directors after qualification by the Board pursuant to such policies as the Board may from time to time adopt and payment of such dues as shall be set by the Board from time to time. Membership in the Association shall become active upon payment of initial dues after approval by the Board of Directors. All such dues shall be payable to the Association.

3.2. Individual membership is open to qualified mental health professionals interested in the advancement of clinical counseling. Statewide membership shall be sought through the coordination of association activities in identified geographic areas throughout the state to educate clinical counselors and their communities concerning MCCA, AMHCA, and other issues relating to clinical counseling. All members of this organization must adhere to the ethical code of the American Mental Health Counselors Association (AMHCA) and the State of Maine.

To be a professional member the person must have at least a master's degree in clinical counseling or a related field, hold a state clinical license, in good standing or clinical conditional license, and whose primary responsibilities are in the area of clinical counseling, consultation, teaching, or research.

To be a student member the person must be matriculated in a graduate degree program in clinical counseling or a related field.

3.3. The Board of Directors, in its sole discretion and after an affirmative vote of a majority of the Board, then in office, may submit questions of policy or such other discreet matters to members for discussion and vote. Any such vote on questions of policy or other matters shall be by simple majority of the membership and shall be treated by the Board of Directors as advisory only and non-binding. Each member shall be entitled to one vote on each such matter submitted to membership vote. The sole voting powers shall remain with the Directors pursuant to 13B M.R.S.A. §604(4) as amended.

3.4. The Board of Directors, by affirmative vote of two-thirds of the Board, may suspend or expel a member with or without cause. Failure to pay dues within three months after they are due makes a member inactive and will suspend the privilege of holding office and receiving any publication or membership benefits from the Corporation.

3.5. Members shall be notified of and entitled to attend the annual meeting of the Board of Directors and to participate in the discussion of such business as may come before the meeting.

3.6. Special meetings of the members may be called by the Board of Directors from time to time for the transaction of such business as may come before the meeting.

3.7. Written or printed notice stating the place, day, and hour of any meetings of members shall be delivered either personally or by mail to each member not less than ten and no more than 60 days before the date of such meeting by or at the direction of the persons calling the meeting. The purpose for which the meeting is called shall be stated in the notice.

3.8. The Board of Directors shall determine the rights, privileges, and responsibilities of all members in conformance with this organization's Articles of Incorporation and Bylaws.

ARTICLE IV - BOARD OF DIRECTORS

4.1. The board shall be composed of "professional members" with the exception of a single board seat allotted to a "student member" from each accredited graduate counseling program. The Board of Directors has the general power to control and manage the affairs, funds, and property of the corporation and disburse the corporation's monies and dispose of its property in fulfillment of its corporate purpose subject to the provision that the fundamental and basic purpose of the Corporation, as expressed in the Articles of Incorporation, shall not thereby be amended or changed. The Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any private individual.

4.2. The Board of Directors is empowered to appoint an Executive Director, Clerk of the Board (attorney), and any other contractors it deems necessary to carry out its administrative, business management, legal, legislative, public relations, and educational purposes. The Board of Directors may further delegate authority to committees or to individual Directors as it deems necessary for the carrying out of the purposes and business of the Corporation.

4.3. The Board of Directors may consist of at least nine but no more than 15 Directors, who shall also be members of AMHCA.

4.4. Directors shall normally be elected via mail-in ballot by a simple majority vote of the MCCA Membership. Directors shall be elected to office for a term of three years except in the case of their earlier death, resignation, or removal from office. A Director may be elected to a second consecutive three-year term but may not be elected to a third consecutive three-year term with the exception to this that anytime spent serving as a director under Article 6 shall not count towards serving time as an officer. A Director may be re-elected to the Board after lapse of one year following the completion of two consecutive full three-year terms in office.

4.5. Any Director may resign by giving written notice of his or her resignation from the Board to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed from office with or without cause (including but not limited to three consecutive unexcused absences from Board meetings) by a two-thirds vote of all Directors then serving in office. In the event that it deem appropriate, the resigning person be offered an exit interview with Board member of their choosing.

4.6. Interim vacancies on the Board, however arising, shall be filled by a majority vote of all Directors then serving in office during any regular meeting of the Board or at a special meeting of the Board called for that purpose. Persons shall be nominated for Directorship by the nominating committee and the list of any such nominees shall be included with the notice of the meeting at which election is proposed.

ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS

5.1. The annual meeting of the Corporation shall normally be held on the second Friday in June of each year at a time and location as may be determined by the Board of Directors.

5.2. The frequency and dates of regular meetings of the Board of Directors shall be fixed by resolution of the Board, normally at its annual meeting.

5.3. Special meetings of the Board of Directors may be called by the President or President-Elect of the Board or shall be called by the Secretary at the request in writing of any two voting Directors then serving in office. The purpose of the meeting shall be stated with the request and no business shall be transacted except that for which the meeting has been called (per Article 3.7).

5.4. Action may be taken without a meeting if consent is given in written forms, setting forth the action so taken, shall be signed by all of the voting Directors then serving in office.

5.5. Members of the Board or of any committee may participate in a Board meeting through the use of technological equipment so long as all persons participating in such meetings can communicate with one another. Participation in a meeting pursuant to this provision constitutes presence in person at such meeting.

5.6. Written notice of the time and place of the annual and regular meetings shall be sent to each Director to the last known place of business or residence of the Director at least seven days but not more than 30 days prior to the day of such meetings. Written notice of special meetings shall be sent to each director to the last known place of business or residence of each Director not less than seven days prior to the date of such meeting or by telephone or other electronic communication system not less than two days prior to the date of such meeting.

5.7. Waiver of Notice. Notwithstanding the provisions of any of the foregoing sections, a meeting of the Board of Directors may be held at such time and place within or without the State of Maine as the Board of Directors shall designate, any actions may be taken there at, and notice thereof is waived in writing by every Director having the right to vote, at the meeting.

5.8. Unless provided for differently elsewhere in these Bylaws, a majority of the Directors then serving in office shall constitute a quorum for all meetings of the Board of Directors. In the absence of a quorum, a majority of the Directors present may, without giving notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such a meeting.

5.9. At a meeting of the Directors, every voting Director present at such meeting, shall be entitled to one vote and, except as otherwise provided by law or by these Bylaws, the act of a majority in the Directors present in person at which a quorum is present, shall be the act of the Directors.

ARTICLE VI - OFFICERS

6.1. Officers. The principal officers of the Corporation shall constitute an Executive Committee and include a President, President Elect, Past President, Treasurer, Membership Secretary and Secretary.

a. Any current member of MCCA is eligible for Executive Committee membership as the Treasurer, Membership Secretary or Secretary.

b. Any current Board member having served at least one year on the MCCA Board of Directors is eligible to be nominated as President-elect.

6.2. Term and Election. The term of office shall be a minimum of one year and maximum of three years as outlined above, with the exception of the President and the Clerk. The Clerk shall remain in office until his/her resignation or removal. The term of President shall last for two years. During the first year, the Executive Committee will consist of Past President, President, Treasurer, Membership Secretary and Secretary. During the President's second year of service, the Executive Committee will consist of President-elect, President, Treasurer, Membership Secretary and Secretary. The membership via mail-in

ballot shall, by simple majority, elect its officers except that the President's position shall automatically be filled by the sitting President-elect, except in the event that this office is vacant and in such case will be voted upon by mail-in ballot or by special election.

6.3. Duties of Officers. All officers will adhere to their job descriptions.

a. The President of MCCA shall serve as the presiding officer of the Corporation. The President chairs all Directors' meetings and is responsible for implementing decisions made at the annual meeting and the overall day-to-day functioning of the organization.

The President is the MCCA official liaison to AMHCA. The President shall appoint the official liaison to MeCA, and the Maine Licensure Board for Counseling Professionals. The President, in conjunction with an "Ad Hoc" Fiscal Committee that includes at a minimum the Treasurer and President Elect, shall prepare an annual budget for the next fiscal year (July 1 to June 30) to be submitted by May 31 and approved by the Board at the annual meeting or no later than June 30 of the current year.

The President may authorize expenditure of corporation funds within the limits established by an approved annual budget except when those expenditures include disbursements to the President. Disbursements to the President of over \$500.00 must be approved by the Treasurer.

The President shall participate as a member of the "Ad Hoc" Annual Meeting/Nominating Committee.

b. President-Elect. The primary role of the President-elect is to avail oneself of the mentoring of the President in preparation for assuming such role. In so doing, the President-Elect chairs all Directors meetings in the absence of the President and fulfills such other duties as assigned by the President. These may include attending the AMHCA Leadership Conference in the summer, attending AMHCA regional meetings and conference calls, writing articles for the MCCA Newsletter and attending MCCA events. The President-Elect assumes the office of presidency at the end of his/her one-year term. The President Elect shall Chair the "Ad Hoc" Annual Meeting Committee which will also include the President and any other interested MCCA members and Board members.

c. Past President. The primary role of the Past President is to act as a consultant to the President during the President's first year. The Past President shall perform such duties as directed by the President and the Board. The Past President shall also chair the "Ad Hoc" Nominating Committee.

d. Treasurer. The treasurer shall submit in writing a quarterly report to the Board for review and a yearly financial report to the MCCA membership at the annual meeting. The Treasurer will chair the "Ad Hoc" budget committee to develop and present the annual budget. The Treasurer shall be responsible for such further duties as determined by the Board and President. When the position of Treasurer changes at the end of a term, an outside audit is required by a CPA hired by the Corporation for this purpose.

In the absence of the President, the Treasurer may authorize expenditure of corporation funds within the limits established by an approved annual budget except when those expenditures include disbursements to the Treasurer. Disbursements to the Treasurer must be approved by the President.

e. Secretary. The Secretary is responsible for tracking and saving written e-mailed Board Communications. The Secretary is responsible for accurate, clear, and orderly minutes and other records of all meetings of the Board of Directors. The Secretary shall be responsible for working with the Board in establishing and maintaining an up-to-date policy manual

f. Membership Secretary. The Membership Secretary is responsible for coordinating the solicitation of membership in MCCA and AMHCA and for making such membership polls and analyses as directed by the President or Board. The Membership Secretary also chairs the Membership Committee.

6.5. Vacancies among the officers, however arising, shall be filled by a majority vote of Directors present at any regular or special meeting of the Board of Directors at which a quorum is present. The list of nominations for officer positions, recommended by the nominations committee, shall be included with a notice of the meeting at which the election is proposed.

6.6. Any officer may be removed, with or without cause, at any time at any Board meeting at which a quorum is present by a vote of two-thirds of the number of Directors then serving in office, provided that a Clerk who is not a Director may be removed by a majority vote of Directors at any meeting of the Directors.

ARTICLE VII-COMMITTEES

7.1. The Board of Directors may by resolution at any meeting of the Board designate standing or ad hoc committees. Standing committees shall include all committees that pursue on-going Corporation purposes and have no specific term limits. Ad Hoc committees shall include all committees that pursue on-going Corporation purposes and have a specific term limit. The chair of each committee shall appoint the other committee members in consultation with the President and other Board members. Each committee shall be identified as a Standing or Ad Hoc committee, have power and term delegated to it by the Board of Directors in writing that shall be reflected in the minutes in accordance with the laws of the State of Maine . Each committee shall report to the Board of Directors.

7.2. There shall be the following standing committees: Professional Development Committee, Membership Committee, Legislative/Public Policy Committee, Public Relations Committee, and Media Committee. The following Ad Hoc Committees shall be established annually for a period of 90 days: Annual Meeting/ Nominating Committee (convened by March 1st), Finance Committee (convened by March 1st). Additional committees may also be established from time to time by the board in accordance with Article VII section 7.1.

7.3. Duties of Committees.

a. Professional Development (Standing). The Professional Development Committee is responsible for developing and presenting programs which provide continuing education units for LCPC's. This committee is also works with the President-elect to organize and coordinate annual conferences.

b. Legislative/Public Policy (Standing). The Legislative/Public Policy Committee is responsible for studying legislation concerning mental health, for recommending strategies of action and for influencing the direction of local and state legislators about issues related to mental health. All legislative efforts are to be coordinated through this committee.

c. Public Relations (Standing). The Public Relations Committee will endeavor to provide the Media and the public with information about issues in mental health counseling and activities involving MCCA, including publications.

d. Membership Committee (Standing). The Membership Committee shall be responsible for overseeing the promotion and encouragement of membership in the MCCA and AMHCA and for making membership analysis as directed by the President or Board of Directors.

e. Media (Standing). The Media Committee shall develop, publish and distribute information and announcements to inform the membership of the goals and accomplishments of the organization.

f. Nominating/Annual Meeting (Ad Hoc). The Committee shall provide a single slate of nominees to fill vacancies among the officers and the Board of Directors in accordance with these Bylaws. In addition, this committee shall endeavor to assure broad, well-balanced statewide membership. In Preparation for the Annual Meeting, the Committee shall propose a slate of officer nominations for the board's consideration and prepare an agenda, notify the membership, secure all required documents for distribution, and arrange a location and activities for the annual meeting.

g. Finance Committee (Ad Hoc). The Finance Committee shall establish at least once each year a sound financial projection of income and expenditures necessary to carry out the programs and activities of this corporation and to control expenditures within the framework of the adopted budget.

h. Depending upon membership involvement and interest, the executive board may function as a committee.

ARTICLE VIII - AMENDMENTS

8.1. These Bylaws may be altered, amended, or repealed in whole or in part by a two-thirds (2/3) vote of the members of the Board present provided that notice of any proposed amendment has been submitted to the Directors of the Corporation at least ten (10) days prior to the meeting at which the amendment is proposed.

ARTICLE IX - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

9.1. Indemnification. Every person who is or shall be or shall have been a Director or Officer of the Corporation and his or her personal representatives shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and other than in the reasonable belief that his or her action was in the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Costs and expenses of actions for which this Article provides indemnification shall include among other things, attorney's fees, damages, and reasonable amounts paid in settlement.

9.2. Liability Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent to the Corporation, or is or was serving at the request of the Association as a director, officer, trustee, partner, fiduciary, employee or agent of another corporation, partnership, joint venture, trust, pension or other employee benefit plan or other enterprise against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against liability under this section.

ARTICLE X

10.1. Any matters not specifically covered by these Bylaws shall be governed by the provisions of the Maine Non Profit Corporation Act, 13-B M.R.S.A. §101 et seq.

The preceding was adopted by this corporation to govern the conduct of its business by action of the Board of Directors on May 15, 2007.