

**By-Laws of
Central Valley Counseling Association**

**ARTICLE I
NAME**

1. The name of this association is **Central Valley Counseling Association (CVCA)** of Virginia.
2. The membership body may vote to change the name of CVCA.
3. CVCA is a Chapter of the Virginia Counselors Association (VCA).

**ARTICLE II
PURPOSE**

1. The purpose of CVCA:
 - a) Act in accordance with the purposes and objectives of the VCA.
 - b) Advance the professional discipline of counseling in the central region of the Shenandoah Valley
 - c) Maintain, improve and encourage high professional standards and conduct in the field of counseling in the central region of the Shenandoah Valley
 - d) Unite persons interested in any phase of counseling work in the central region of the Shenandoah Valley
 - e) Disseminate information and focus public attention on legislation affecting counseling activities in the central region of the Shenandoah Valley
 - f) Provide educational and professional meetings, workshops and conferences for its members and the surrounding clinical community.

**ARTICLE III
MEMBERSHIP**

1. CVCA offers membership to individuals.
2. Types of Membership:
 - a. Professional
 - b. Student
 - c. Retired
 - d. Retired-Emeritus
3. All members must conduct themselves in a professional fashion at meetings.
4. All members must apply for membership through VCA and designate an interest to participate in CVCA on their application. Membership is confirmed after payments have been submitted to VCA.

ARTICLE IV MEETINGS

1. The board meets at least five (5) times a year (typically in January, March, June, September and November) with dates, times and locations determined by the President.
2. Special meetings of the Executive Board may be called by the President and/or upon the request of a majority of the Executive Board.
3. Annual meetings of CVCA are held in the spring of each year. The primary purpose of the annual meeting is to elect the Executive Board as set forth by the Nominating Committee. Transaction of other CVCA-related business may also be conducted at this meeting. Meeting agendas are determined by the Executive Board.

ARTICLE V VOTING

1. Member votes must be cast within timeframe established by the President and/or CVCA executive board.
2. Articles which receive the majority of votes will pass.
3. A minimum of seventy-five percent (75%) of the board members needs to participate in the voting on each article.

ARTICLE VI OFFICERS

1. Officers who comprise this organization: President, President-Elect, Secretary , and Treasurer.
2. All officers of CVCA are elected at large among the good-standing members of CVCA and serve a one-year term or until a successor is elected.
3. A chair of a standing committee, at the invitation of the Executive Board, may be an officer of the Executive Board.
4. Officers of the Executive Board may be appointed by the Nominating Committee. The Nominating Committee must consist of at least three CVCA members and be approved by the Executive Board.
5. The chair of each standing committee may be appointed and/or approved annually.
6. Elections occur during the spring meeting.
7. The newly-elected officers assume their duties on July 1. Officers are elected by a majority vote of members (online).
8. Voting for officers is via secret ballot.
9. Officers will not be remunerated for their service to CVCA in any capacity unless the Executive Board approves authorization for remunerations before the officer's service was rendered.

ARTICLE VII DUTIES OF OFFICERS

1. **President:** The chief elected officer of the CVCA shall preside at all meetings of the CVCA and the Executive Board. The President sets agenda and shall be ex-officio member of all standing committees except the Nominating Committee. She/he may execute all contracts and other instruments upon authorization. She/he shall appoint all Standing and Special Committee members and perform and be responsible for all other duties designated to the office. The President shall endeavor to represent CVCA at the annual VCA conference and at Executive Board meetings of the VCA.
2. **President-Elect:** This member will become familiar with all aspects of the President's duties and shall assist the President in accomplishing the tasks of the office as well as attend the yearly VCA Leadership Conference. The President-Elect position will only be necessary in the year of the exiting President's anticipated final term of office. A President-Elect shall automatically become President of CVCA one year after commencement of office as President-Elect, or upon the death, incapacity or resignation of the President. In the event of the resignation, incapacity or death of the President-Elect, the Executive Board shall have the authority to appoint a person to fill out the remainder of the term of office. A President-Elect succeeding to the office of President by reason of resignation, incapacity or death of the President shall serve the one-year term as President in addition to serving the unexpired term of the resigned, incapacitated or deceased President.
3. **Secretary :** The elected official should attend Executive Board meetings for the purpose of taking and maintaining accurate recordings of minutes for each meeting. The Secretary will attend CVCA events and functions. The Secretary shall be the custodian of the records. The Secretary will maintain a current name and address list of CVCA members. She/he will distribute minutes to the President for approval before distributing to the Executive Board. She/he will be responsible for all correspondence requested by the Executive Board.
4. **Secretary -Elect:** This member is expected to attend CVCA meetings, events and functions. Shadow and assist Secretary with assigned duties. The Secretary -Elect will only be necessary in the year of the exiting Secretary 's anticipated final term of office.
5. **Treasurer:** Treasurer shall maintain records of receipts and expenditures and disperses funds as directed by the President and/or the Executive Board. The Treasurer will keep complete and correct books and records of accounts and records of financial transactions. The Treasurer will maintain the CVCA post office box during workshop registration, receive RSVPs for upcoming events and attend CVCA meetings, events and functions. She/he will keep an accurate account and promptly deposit funds into the CVCA checking accounts. The Treasurer will provide a written report at each monthly meeting of the Executive Board.
 - a. Any item pre-approved may be dispersed automatically.
 - b. Any item not pre-approved must be authorized by the Executive Board.
6. **Treasurer-Elect:** The elected official will become familiar with all aspects of the Treasurer's duties and shall assist the Treasurer in accomplishing the tasks of the office. The

Treasurer-Elect shall assume the position of the Treasurer the following year. The Treasurer-Elect office will only be necessary in the year of the exiting Treasurer's anticipated final term of office.

ARTICLE VIII EXECUTIVE BOARD

1. Composition:

- a. Members of the Executive Board: President, President-Elect, immediate Past President, Secretary and Treasurer.
- b. The President chairs the Executive Board.
- c. The President may invite the attendance of committee chairs and resource persons to Executive Board meetings.

2. Function:

- a. The Executive Board formulates and approves policies consistent with the CVCA's by-laws.
- b. The Executive Board is responsible for implementing the business of the CVCA in a manner that is consistent with its by-laws.
- c. The Executive Board is responsible for managing the CVCA's finances.

3. Meetings of the Executive Board:

- a. The Executive Board meets bi-monthly to manage and coordinate the CVCA business and events.
- b. At least one-half (1/2) of the Executive Board members must be present when conducting the business of the CVCA.
- c. Meetings of the Executive Board are called by the President, or by any three members of the Executive Board.

ARTICLE IX STANDING/SPECIAL COMMITTEES

1. **Newsletter:** Create and maintain the CVCA's semi-annual newsletter. Recruit article submissions from CVCA members. Provide oversight in formatting, editing, and distribution of the newsletter.
2. **Webmaster:** Maintain and update CVCA's website: www.mycvca.com.
3. **Social:** Communicate with businesses (restaurants, caterers) for any CVCA sponsored event. Provide oversight and is responsible for the designation and distribution of information about the CVCA community events via newspapers, radio, marquees, fliers, posters, e-mails, television, etc.
4. **Historian:** Record the CVCA events: workshops, socials and newsletters. Take/obtain photographs, write a brief description of each event and create/maintain the CVCA archive.

5. **Membership:** Maintain membership statistics and contact information with the help of the VCA office. Be intentional about member recruitment. Serve as a liaison for the CVCA members. The chair is responsible for the affairs of the membership committee.
6. **Awards:** Implement and follow procedures for nominating individuals for the annual VCA awards. This includes collecting information for the following nominations: Counselor of the Year, Humanitarian and Caring Person of the Year, Van Hoose Career Service Award and Large and Small Chapter of the Year Award. The Awards Chair will nominate CVCA for Chapter of the Year and invite members to nominate individuals for the annual CVCA awards event. Submit nominations to the Executive Board.
7. **Advocacy:** Remain up-to-date on latest discussions involving counseling; communicate with the VCA lobbyist, attend Richmond and Washington DC legislative days and provide quarterly reports to the Executive Board.
8. **Nominating Committee Chair:** Appointed by the President of the CVCA. See Article X, Election of Officers, for more information about this committee.
9. **Ethics Chair:** Appointed by the President of CVCA to promote ethical standards and behavior within CVCA

ARTICLE X ELECTION OF OFFICERS

1. The nominating committee (made up of three (3) board members and elected at the March Executive Board Meeting) shall solicit from the members' nominations of each elective office of CVCA. The President informs the Nominating Committee Chair of offices that need to be filled. This committee screens the nominees for eligibility and willingness to serve. The committee presents a final slate (at least one candidate for each unfilled office) of nominees to members at the annual membership meeting. Additional nominations may be made at the annual membership meeting. This committee will meet at least once to determine the nominees for each of the elected offices. Nominees must be present or give prior consent for their names to be placed in nomination.
2. Elections will be held online in the spring.
3. The Executive Board will appoint replacements to fill all vacancies occurring on the Executive Board during the year.

ARTICLE XI PARLIAMENTARY AUTHORITY

1. CVCA will be governed by Robert's Rules of Order Revised in all applicable and consistent cases relative to these by-laws.

**ARTICLE XII
AMENDMENTS**

1. These by-laws may be amended and/or revised at any CVCA meeting by a two-thirds (2/3) vote of members present or online. Members will be notified of amendments/revisions prior to the said meeting.
2. Amendments to the by-laws may be acted upon only at meetings of the board members of CVCA. If presented in writing to all members of CVCA at least thirty (30) days prior to the meeting at which the proposed change is to be considered, such an amendment may be adopted by a two-thirds (2/3) vote of the membership present. Any amendments to such proposed or any amendments not presented in writing to all members of CVCA thirty (30) days in advance of the meeting may be adopted by at least a four-fifths (4/5) vote of the members present.

**ARTICLE XIII
MISCELLANEOUS**

1. The Executive Board may authorize any officer of CVCA to enter into any contract or execute and deliver any instrument in the name of CVCA, except as otherwise specifically required by the Articles of Incorporation or these by-laws.
2. At the closing of each fiscal year, the books and records of CVCA will be audited by an accountant or bookkeeper who need not be independent and whose report will be prepared and presented to the Executive Board (e.g. incoming Treasurer, President and third board member).
 - a. Based on such reports CVCA will have available for inspection by its members, a statement of the income and disbursements and other financial statements of CVCA for each fiscal year prepared in accordance with generally accepted accounting principles.
3. The fiscal year of CVCA shall be determined by the Executive Board and will be subject to change by the Executive Board should it necessitate such change.
4. All notices of demands intended to be served upon CVCA or its Executive Board will be sent by registered or certified mail, postage paid, to the following address, unless and until these by-laws be amended to the contrary:
 - a. Central Valley Counseling Association
PO Box 1571
Harrisonburg, VA 22803

The undersigned, being all members of the Executive Board, have signed these by-laws of CVCA as of _____ (Date).

President

President-Elect

Secretary

Treasurer

Past President