

# Proposed Bylaws of the Association of Mormon Counselors and Psychotherapists

Revision October 2007

## Article I: Name and Purpose

### Section 1 - Name

The name of the association shall be the Association of Mormon Counselors and Psychotherapists. The association may also, from time-to-time as determined by the Governing Board, be referred to as "AMCAP," and is referred to herein as AMCAP or the "Association."

### Section 2 - Purpose

AMCAP shall exist:

- a) As a non-profit (501c(3)) corporation that provides education as well as professional development and interaction for mental health professionals who adhere to the principles and standards of The Church of Jesus Christ of Latter-day Saints (hereafter "the Church") in both personal life and professional practice.
- b) To teach and promote ethical standards, models, theories, therapeutic methods, and research consistent with the doctrines of the Church.
- c) To promote fellowship and facilitate collaboration among LDS mental health professionals in advancing the mission of AMCAP.

### Section 3 - Mission

The mission of AMCAP shall be:

a) To provide education and support to AMCAP members in four areas:

- 1) Spiritual Focus,
- 2) Clinical Application,
- 3) Networking and Outreach, and
- 4) Research, Theory, and Publication.

b) To encourage AMCAP members to center their professional lives upon Jesus Christ through service to their brothers and sisters in need.

c) To provide:

- 1) educational conventions,
- 2) publications,
- 3) websites,
- 4) person-to-person contacts, and
- 5) outreach.

### Section 4 - Fiscal Year

The fiscal year of AMCAP shall be from January 1 to December 31.

## Article II: Membership

### Section 1 - Qualification for and Categories of Membership

All persons who support and sustain the mission of AMCAP, who are concerned about the study of human behavior, and especially the area of mental health, and who are willing to declare commitment to the principles and standards of the Church in their personal life and professional practice shall be eligible for membership in AMCAP. Membership shall be divided into three categories, as follows:

- a) Professional. A professional member must have reached a professional level of training in mental health and pay the annual dues. They have the right to vote and hold office in AMCAP.
- b) Student. A student member must be engaged in a program of professional training in mental health and pay the annual dues. They have the right to vote and hold office.
- c) Associate. An associate member need not be a member of the Church nor be professionally involved in mental health, but must subscribe to the mission and purposes of AMCAP as described above and pay the annual dues. Associate members may neither vote nor hold office.

### Section 2 - Dues

Annual dues shall be set by the Governing Board subject to the approval of the membership in the annual meeting of AMCAP.

### Section 3 - Loss of Membership

- a) A person's membership may be terminated by action of the Governing Board for behavior not in keeping with the stated purposes and requirements for membership in AMCAP as determined in the sole and absolute discretion of the Governing Board.
- b) A terminated member may reapply for membership one year following termination. Application is made to the Governing Board.

#### Section 4 – Voting by Members

- a) Voting. Each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members, unless otherwise specifically required by law or the Articles of Incorporation or the Bylaws of this Association, and the majority vote of members represented at the meeting entitled to vote on the subject matter shall be the act of the membership unless a greater number of votes is otherwise required by the laws of the State of Utah, or the Articles or Bylaws of this Association and provided a quorum is present at the meeting.
- b) Quorum. The members present in person or represented shall constitute a quorum at any meeting of members. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum was initially present shall be necessary for the adoption of any matter voted on by the members.
- c) Proxies. A member may vote in person or by proxy. A proxy may be appointed by: (1) signing an appointment form either personally or by the member's attorney-in-fact; or (2) transmitting or authorizing the transmission of a telegram, teletype, or other electronic transmission of a written statement of appointment to the proxy, the proxy's agent, or to the Association, provided the transmission contains written evidence that shows the member authorized the transmission of the appointment.

### Article III: Organizational Structure

#### Section 1 – Purpose

- a) The strength of AMCAP flows from the general membership and it is in support of the general membership that the organizational structure exists.
- b) The work of fulfilling AMCAP's mission shall be overseen by the Governing Board of AMCAP. The Advisory Council shall assist the Governing Board to ensure AMCAP remains true to its mission. It is understood that the elected and appointed leaders, staff, and the full membership all make valuable contributions to carrying out AMCAP's mission.

#### Section 2-- Executive Committee

- a) The Executive Committee shall consist of the President, Vice-President, and Treasurer.
- b) The Executive Committee shall prepare a budget to be submitted to the Governing Board for consideration by the first Board meeting of each calendar year.
- c) The Executive Committee shall have authority to act on behalf of the Governing Board between meetings of the Governing Board.
- d) The Executive Committee shall hold such meetings as deemed necessary by the President and shall have all powers of the Governing Board except that it shall not reverse any action of the Governing Board. The Executive Committee shall conduct ongoing reviews of AMCAP operations and make recommendations to the Governing Board. The forgoing notwithstanding, the Executive Committee shall not authorize any expenditure of funds in excess of limits established by the Governing Board.
- e) The Executive Committee shall present a report of actions taken by it to the Governing Board at its next regular meeting for ratification by the Board except where advance authority for such action has been granted.
- f) All actions of the Executive Committee shall be taken upon a majority vote. A simple majority of the members of the Executive Committee shall constitute a quorum.

#### Section 3 -- Governing Board

- a) The Governing Board of AMCAP shall be known as the "Board." The Board shall work efficiently toward accomplishing AMCAP's stated purposes.
- b) The Board shall consist of the Executive Committee, six other Board members at large, the Executive Director, the student representative, the President-Elect, and the Vice-President Elect. All Board members – except the Executive Director -- shall be professional or student members of AMCAP in good standing. The terms of the Executive Committee, the Executive Director, the President-Elect, and the Vice-President Elect as Board members shall coincide with the terms of said offices, and appointment to such offices shall also constitute appointment to the Board.
- c) A simple majority of the members of the Board shall constitute a quorum.
- d) The Board shall approve all decisions by majority vote of the voting Board members attending.
- e) The Board shall approve all contracts and leases, the annual budget, and any changes submitted by the President.
- f) The Board shall have authority to delegate its responsibilities to the extent that such delegation is not contrary to these by-laws.
- g) Under the direction of the Board, committees shall be appointed to facilitate the work of AMCAP.
- h) The Board shall be assisted in their work by the Executive Secretary, Assistants to the Board, and Representatives of the Board.

- i) Vacancies on the Board, including by death, resignation, or removal, shall be filled by the remaining Board members upon a two-thirds majority vote. Nominations to fill vacancies on the Board may be made by the President or other professional members serving on the Board.
- j) A Board member appointed to fill a vacancy of an unexpired term shall serve for the remainder of the unexpired term of his/her predecessor in office.
- k) A Board member may be removed by the remaining Board members upon a two-thirds majority vote.

*Section 4 – Advisory Council*

- a) The Advisory Council shall be composed of selected members of The Church of Jesus Christ of Latter-day Saints and selected professional or social figures as appointed by the Governing Board.
- b) Members of the Advisory Council shall serve for a term that is flexible and determined by mutual consent of the member and the Board.
- c) Members of the Advisory Council shall provide advice and counsel to the Board regarding the overall direction of AMCAP.
- d) The Advisory Council does not meet independently of the Executive Committee.
- e) Members of the Advisory Council are not voting members of the Board.

*Section 5 – Area Coordinator System*

- a) AMCAP Areas are congruent with ecclesiastical Areas of The Church of Jesus Christ of Latter-day Saints.
- b) The Vice-President chairs the Area Coordinator System and shall recommend for Board approval the appointment of Area Coordinators and Area Coordinator Supervisors as needed to promote membership and organize AMCAP activities.
- c) Area Coordinators shall be assigned in areas when the number of actual or potential members warrants. A large area membership may organize geographical chapters upon approval of the Board.
- d) Areas and chapters shall operate under guidelines established by the Board and shall neither establish a formal local structure nor elect local officers without Board approval.
- e) The Area Coordinator Supervisors and Area Coordinators serve under the direction of the Board, with the Vice-President as their lead officer.

*Section 6 – Committees*

- a) Committees may be created by the Board to promote the purposes of the Association. The President shall, with approval of the Board, determine the nature of such committees and appoint their chairperson.
- b) Committee Chairs shall serve for a period of three (3) years.
- c) Committee Chairs may or may not be members of the Board.
- d) The Board may appoint AMCAP members to serve on specific committees for a period of time specified by the Board.
- e) Standing committees of the organization shall include, but not be limited to: Publications, Membership, Continuing Education, and Elections.
- f) *Ad Hoc* committees may be created consistent with the purposes set forth in Section 1 of this Article.

**Article IV: Officers and Duties**

The officers of AMCAP include the following:

*Section 1 - President*

- a) The President shall be the chief officer of AMCAP, and shall serve in the capacity of President for a period of two years, beginning at the Spring convention following the Fall election. During the six months between the election and the Spring convention the newly elected President will be designated President-elect and will have duties as agreed upon by the Governing Board. The President-elect will have the rights and responsibilities of a regular voting Board member.
- b) The President is a member of the Executive Committee and shall preside at meetings of the Executive Committee, the Governing Board, and other meetings involving the membership of AMCAP. The President shall address agenda items submitted by members of the groups prior to and during said meetings.
- c) The President may delegate responsibilities to the members of the Board as needed. The President shall recommend, subject to Board approval, changes in chair assignments for standing and ad hoc committees.
- d) The President, with the Treasurer, shall have authority to sign leases and other contracts upon the approval of the Board.

- e) The President, or the President's delegated representative, shall represent and be primary spokesperson for AMCAP in the community and to the media.
- f) The President shall, at the first meeting of the new calendar year, submit an annual report to the Board of the fiscal affairs and general status of AMCAP.

*Section 2 — Vice-President*

- a) The Vice-President shall serve for two years, beginning at the Spring convention following the Fall election. The Vice-President is a member of the Executive Committee. During the six months between the election and the Spring convention, the newly elected Vice-President will be designated Vice-President-elect and act as a regular voting Board member.
- b) The Vice-President shall perform the duties of the President in the case of absence or incapacity, or at the request of the President.
- c) The Vice-President shall oversee, and report monthly to the Board regarding, the work of the Area Coordinator System.
- d) The Vice-President may make recommendation to the Board for the appointment of Area Coordinators and Area Coordinator Supervisors as needed to oversee Area membership and activities.
- e) The Vice-President shall be the Area Coordinator Supervisor for Area Coordinators without an Area Coordinator Supervisor.
- f) The Vice-President shall assume responsibility, at the end of the Treasurer's term of office, for arranging an independent financial audit by a committee of AMCAP members appointed by the Board. This audit shall be presented to the Board at the earliest regularly scheduled meeting of the Board.
- g) The Vice-President shall perform such other duties as assigned by the President as a member of the Board.

*Section 3 — Treasurer*

- a) The Treasurer is a member of the Executive Committee, appointed by the Board, and shall serve a three-year term of office.
- b) The Treasurer shall be responsible for all financial transactions, receiving and dispersing funds on approval of the Board.
- c) The Treasurer shall make a financial report at the Spring business meeting of AMCAP and shall perform all other duties as devolve upon this office.

*Section 4 – Members at large of the Governing Board*

- a) Members at large of the Board shall serve for a period of three years, beginning immediately following the Fall election.
- b) Members at large of the Board shall attend monthly Board meetings and serve as assigned by the President.

*Section 5 – Student Representative*

- a) The Student Representative of the Board shall serve for a period of one year. The term of service may be renewed a maximum of two times without a vote of the membership.
- b) The Student Representative shall attend monthly board meetings as a voting member and shall serve as assigned by the President.

*Section 6 – Executive Director*

- a) The Executive Director shall be appointed by the President and approved by the Board.
- b) The Executive Director shall serve as an independent contractor for a term that is flexible and determined by mutual consent of the individual and the Board and may or may not be an AMCAP member.
- c) The Executive Director shall monitor and advance the day to day activities of AMCAP.
- d) The Executive Director shall attend monthly Board meetings as a voting member.

*Section 7 - Executive Secretary*

- a) The Executive Secretary shall be appointed by the President and approved by the Board.
- b) The Executive Secretary shall serve as an independent contractor for a term that is flexible and determined by mutual consent of the individual and the Board and may or may not be an AMCAP member.
- c) The Executive Secretary shall attend the monthly Board meetings as a non-voting member.

*Section 8 – Assistants to the Board*

- a) Assistants to the Board shall include those individuals appointed by the Board to serve in this capacity.
- b) Assistants to the Board shall serve for a term of two years.

c) Assistants to the Board shall attend the monthly Board meetings as non-voting members and serve within the organization as directed by the President, with Board approval.

*Section 9 – Representatives of the Board*

a) Representatives of the Board shall include those individuals appointed by the Board to serve in capacities as determined by the Board.

b) Representatives of the Board shall serve for a term as determined by the Board.

c) Representatives of the Board fulfill specific assignments as determined by the Board and attend Board meetings as non-voting members when invited by the President.

*Section 10 – Members of the Advisory Council*

a) A member of the Advisory Council shall provide advice and counsel to the Board regarding the overall direction of AMCAP. He or she is invited to comment on matters, issues, and directions of AMCAP as deemed appropriate.

b) A member of the Advisory Council shall serve for a term that is flexible and determined by mutual consent of the individual and the Board.

c) A member of the Advisory Council is not a voting member of the Board.

*Section 11 – Area Coordinator Supervisors*

a) Area Coordinator Supervisors shall report directly to the Vice-President.

b) Area Coordinators Supervisors shall contact the respective Area Coordinators at least monthly to help oversee and facilitate Area growth and activities.

c) A report of the aforementioned contact shall be given to the Vice-President before the monthly Board meeting which typically occurs the first week of each month.

*Section 12 – Area Coordinators*

a) Area Coordinators promote membership and organize AMCAP activities within a designated area.

b) Area Coordinators invite the active participation of members within their respective areas and act as a resource for members of AMCAP, interested mental health professionals, ecclesiastical leaders, and others within their scope of service.

*Section 13 – Committee Chairs*

a) Each Committee Chair shall schedule meetings as needed to complete committee assignments in a timely fashion.

b) Each Committee Chair shall attend a meeting of the Board at least quarterly as a non-voting member to report on activities of the Committee.

c) Each Committee Chair shall present a written report to the Board annually that summarizes the activities of the committee and presents anticipated goals, staffing needs, concerns, or other issues for Board input and approval.

**Article V: Meetings**

*Section 1 – Business Meeting*

a) A Membership Business Meeting is held in connection with the semi-annual conventions.

b) Meetings shall be conducted according to an accepted parliamentary procedure agreeable to the members of the group attending.

c) At this meeting, business of the Association will be transacted, including, but not limited to, reports from officers of the organization regarding financial status, announcements, election results, and notification of emerging needs.

*Section 2 – Conventions*

Conventions of the Association shall be under the direction of the Board and be held immediately preceding each General Conference of The Church of Jesus Christ of Latter-day Saints or at such other times as determined by the Board. These conventions shall be consistent with the mission and purposes of AMCAP.

*Section 3 – Governing Board Meetings*

a) The Board shall hold regular meetings at intervals and dates approved by the Board, which shall ordinarily be monthly, with the meetings associated with the Fall and Spring Conventions being held during the Convention.

b) The agenda for Board meetings shall include: 1) the approval of minutes of the previous Board meeting; 2) ratification of decisions normally requiring Board approval made during any meeting of the Executive Committee held in the interim; 3) reports and information needed for Board action on old and new business; and 4) other items as necessary.

- c) Board meetings shall be attended by members of the Board, the Executive Secretary, and such persons as may be invited with approval of the President. Only Board members shall be entitled to vote on matters before the Board.
- d) A Board member who is absent from two successive regular Board meetings for reasons other than illness, unusual circumstances, or emergencies, shall, upon approval by the Board, be notified by the President that one additional, successive, unexcused absence shall be considered a resignation.
- e) Board members residing an unreasonable distance from the location of the Board meeting shall not be considered absent if available to participate in the meeting by conference call.
- f) A Board member will be excused only if the President or Executive Secretary has been notified prior to the meeting.
- g) Under special circumstances, a Board member may apply to the President for Board approval of a leave of absence, not to exceed six months.
- h) At least once a year the Board shall meet in an extended face-to-face strategic planning meeting.

*Section 4 – Advisory Council Meetings*

- a) The Advisory Council shall meet with the Board at intervals and dates approved by the Board. This is typically once a year but may be as often as the Board directs.
- b) The Advisory Council does not meet independently of the Executive Committee.

*Section 5 – Area Coordinator System Meetings*

- a) Area Coordinator Supervisors shall contact their assigned Area Coordinators the last week of each month and at other times as needed.
- b) A report of the aforementioned contact shall be given to the Vice-President before the monthly Board meeting which typically occurs the first week of each month.

*Section 6 – Area Meetings*

- a) Meetings of members of the Association in a given geographic area may be held as desired under the direction of an Area Coordinator.
- b) Area Meetings under the direction of an Area Coordinator will follow established policies and procedures for approval.

**Article VI: Elections**

*Section 1 – Eligibility*

All nominees for office shall be AMCAP members in good standing who are eligible to hold office, and who are willing to serve if elected.

*Section 2 – Election Process*

- a) The Election Committee shall present to the Board a slate of at least three nominees for each office to be filled. The Board shall select two nominees for each office to run as candidates for such office in a member-wide election.
- b) Election ballots shall be made available to all members by electronic or regular mail or AMCAP publication at least 30 days prior to the Fall Convention, and at the Fall Convention. Mail-in ballots must be received by the Executive Secretary prior to the beginning of the Fall Convention. Ballots completed at the Fall Convention must be received by the Executive Secretary at the conclusion of the business meeting or as indicated in the printed program.
- c) The Chair of the Elections Committee and the Executive Secretary shall count the ballots.
- d) The candidate receiving the most votes shall be elected.
- e) All new officers and Board members shall be announced prior to the conclusion of the Fall Convention. Board members will take office immediately.

**Article VII: Awards**

The following awards will be made from time to time by the Board, on behalf of the members of AMCAP. The specific qualifications for each award are specified on the award itself, and are implied in the name of the award.

- a) Acknowledgment of Service Award. This is given to all AMCAP Officers and Editors at the end of their term of office.
- b) Distinguished Service to AMCAP Award.
- c) Professional Liaison Award.
- d) Distinguished Service to Humanity Award.
- e) Courage in Dealing with Current Issues Award

The Board will solicit nominations of individuals for the various awards from the association membership. Nominations shall be reviewed carefully to preserve the dignity of the award.

**Article VIII: Grievances**

Should a member have a grievance the individual should notify, as soon as possible, the President, or any member of the Board.

**Article IX: Amendments**

These By-laws may be amended by the affirmative vote of two-thirds of the voting members of AMCAP choosing to vote at any regularly scheduled convention or by absentee ballot, provided notice of the proposed amendment has been given in an AMCAP publication thirty (30) days prior to the date when the ballot must be postmarked if returned by mail.

**Article X: Indemnification of Officers, Directors, Employees, and Agents**

AMCAP shall indemnify and hold harmless any person who was or is a party, or who is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than action by or in the right of the Association) by reason of the fact that he/she is or was an officer, employee, or agent of the Association, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actuarially and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. AMCAP shall obtain insurance to this effect.

**Article XI: Dissolution**

Upon dissolution of AMCAP as an association, all remaining funds shall be donated to The Church of Jesus Christ of Latter-day Saints. Real property belonging to the Association shall be sold in a manner approved by the Board and resulting funds donated to the Church also.