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Article I: Commission Purpose, Function and Bylaws

Section 1. Purpose.

Pursuant to the terms of the Counseling Compact, (the "Compact"), Counseling Compact Commission (the "Commission") is established as a joint public interstate agency of the member states to fulfill the Compact objectives through a means of joint cooperative action among the member states. This is accomplished by developing a comprehensive process that facilitates the exchange of information in the areas of licensure and investigative authority of Licensing Boards of Licensed Professional Counselors and providing for mutual recognition of Professional Counseling licenses by all member states, through the issuance of privileges to practice, thereby enhancing the portability and mobility of licenses and ensuring and promoting public protection.

Section 2. Functions.

In pursuit of the fundamental objectives set forth in the Compact, the Commission shall, as necessary or required, exercise all of the powers and fulfill all of the duties delegated to it by the member states. The Commission's activities shall include, but are not limited to, all powers and duties as outlined in Section 8.C. of the Compact and as otherwise provided by the Compact, or as determined by the Commission to be warranted by, and consistent with, the objectives and provisions of the Compact. The provisions of the Compact shall be reasonably and liberally construed to accomplish the purposes of the Compact.

Section 3. Bylaws.

As required by the Compact, these Bylaws shall govern the management and operations of the Commission. As adopted and subsequently amended, these Bylaws shall remain subject to the terms of the Compact.

Article II: Membership

The Commission membership shall be comprised as provided by the Compact. Each member state shall have and be limited to one delegate selected by that Member States' Licensing Board. The delegates shall be current members of the Licensing Board or the Administrator of the Licensing Board. The delegate shall be a current member of the Licensing Board, who is a Licensed Professional Counselor or Public Member of the Licensing Board or an Administrator of a Licensing Board. Each member state shall forward the name of its delegate to the Chair of the Commission or designee by executing the nomination form which affirms that they are the appropriate appointing authority.

A delegate may designate a person to serve in place of the delegate as the delegate's temporary representative with respect to Commission business, including attending Commission meetings and voting. A delegate must notify the Chair of the Commission or designee of the identity of the temporary

representative and the scope and duration of the representation, prior to each meeting wherein the temporary representative will be serving on behalf of the delegate. The temporary representative's service must be limited in scope and the Commission may determine the number of meetings at which the delegate may have an absence during their term. A temporary representative shall not be allowed to vote on behalf of a delegate who has been elected to the executive committee with regard to executive committee business. A temporary representative shall be allowed to vote on behalf of the delegate on all other Commission business as long as that temporary representative has signed the Code of Conduct and the Commission has been notified by the delegate that the temporary representative will temporarily serve in their place.

The Chair of the Commission shall promptly advise the member state of the need to appoint a new delegate whenever a vacancy occurs. Any delegate may be removed or suspended from office as provided by the law of the state from which the delegate is appointed. The member state board shall fill any vacancy occurring on the Commission with a successor delegate who is a current member or administrator of a Licensing Board, within no longer than 90 days.

Article III: Executive Committee

Section 1: Composition

The Commission shall establish an Executive Committee, which shall be empowered to act on behalf of the Commission between Commission meetings, except for rulemaking or amendment of the Compact. The Commission shall determine the procedures, duties and budget of the Executive Committee. The power of the Executive Committee to act on behalf of the Commission shall be subject to the Bylaws, Compact or the Commission.

The Executive Committee shall consist of seven (7) voting members who are elected by the Commission from the current membership of the Commission and four (4) ex-officios, nonvoting members from four (4) recognized national counselor organizations. The ex-officio members shall be selected by their respective organizations. Of the seven (7) voting members elected to the Executive Committee, four (4) members shall be designated as Chair, Vice-Chair, Secretary and Treasurer of the Commission and the remaining three (3) Members of the Executive Committee shall serve a term of two years or until a successor is elected. No person shall serve more than two (2) terms consecutively in the same office. Three (3) remaining voting members of the Executive Committee shall be members-at-large chosen from the current membership of the Commission and elected by the Commission.

The Executive Committee shall give seven (7) days' notice of its meetings, posted on its website and as otherwise determined by the Commission to provide notice to persons interested in the business of the Commission.

The Commission may determine the number of meetings at which the delegate may have an absence during their term.

Section 2. Duties and Qualifications.

The Commission's officers shall perform all duties of their respective offices as the Compact and these Bylaws provide. Their duties shall include, but are not limited to, the following:

- a. Chair: The Chair, with the assistance of the Executive Director of the Compact, shall call and preside at Commission and Executive Committee meetings; prepare agendas for the meetings; act on Commission's behalf between Commission meetings.
- b. Vice Chair: The Vice Chair, with the assistance of the Executive Director of the Compact, shall perform the duties of the Chair in their absence or at the Chair's direction. In the event of a vacancy in the Chair's office, the Vice Chair shall serve until the Commission elects a new Chair.
- c. Treasurer: The Treasurer, with the assistance of the Executive Director of the Compact, shall monitor the Commission's fiscal policies and procedures and serve as chair of the Finance Committee.
- d. Secretary: The Secretary, with the assistance of the Executive Director of the Compact, shall keep minutes of all Commission meetings and shall act as the custodian of all documents and records pertaining to the status of the Compact and business of the Commission. The Commission may allow for the Executive Director, if hired, to serve as Secretary of the Commission provided that the Executive Director will not be a member of the Commission.

The Executive Committee shall:

- a. Recommend to the entire Commission changes to the rules or bylaws, changes to this Compact legislation, fees paid by Compact member states such as annual dues, and any commission Compact fee charged to licensees for the compact privilege;
- b. Ensure Compact administration services are appropriately provided, contractual or otherwise;
- c. Prepare and recommend the budget in consultation with the Treasurer;
- d. Maintain financial records on behalf of the Commission;
- e. Monitor Compact compliance of member states and provide compliance reports to the Commission;
- f. Establish additional committees as necessary; and
- g. Perform other duties as provided in rules or bylaws and administer the affairs of the Commission in a manner consistent with the Bylaws and purpose of the Commission.

Section 4. Removal of Executive Committee Members.

Any Executive Committee member may be removed from office for good cause by a two-third (2/3rd) majority vote of the Commission.

Section 5. Vacancies and Elections

Upon the resignation, removal, or death of a member of the Executive Committee, such vacancy shall be announced to the Commission by the Chair or designee.

After the inaugural commission meeting and elections, which shall not be subject to this provision, an Elections Committee shall send a call for nominations 30 days prior to the election, shall announce a slate of candidates to the Commission 20 days prior to the election, shall announce voting by electronic ballot 10 days prior to the election and shall verify and report the results of the election to the Commission.

Any election resulting in a tie vote will be decided by runoff election between the Delegates with the highest votes. No Commissioner shall be nominated or eligible to serve on the Executive Committee if from a member state in default of its obligations under the Compact.

Article IV: Commission Personnel

Section 1. Duties of the Executive Director.

The Commission, through its Executive Committee, may contract for an Executive Director of the Compact. As the Commission's principal administrator, the Executive Director shall also perform such other duties as may be delegated by the Commission or required by the Compact and the Bylaws, including, but not limited to, the following:

1. Serve at its discretion and act as Secretary to the Commission, but shall not be a Member of the Commission;
2. Hire and supervise such other staff as may be authorized by the Commission;
3. Establish and manage the Commission's office or offices as determined by the Commission;
4. Recommend general policies and program initiatives for the Commission's consideration;
5. Recommend for the Commission's consideration administrative personnel policies governing the recruitment, hiring, management, compensation and dismissal of Commission staff;
6. Implement and monitor administration of all policies, programs, and initiatives adopted by the Commission;
7. Prepare draft annual budgets, in consultation with the Treasurer, for the Commission's consideration;
8. Monitor the Commission's financial performance for compliance with approved budgets and policies, and maintain accurate records of the Commission's financial account(s);

9. Execute contracts on behalf of the Commission as directed;
10. Receive service of process on behalf of the Commission;
11. Prepare and disseminate all required reports and notices directed by the Commission;
12. Assist the members of the Executive Committee in the performance of its duties;
13. Speak on behalf and represent the Commission;
14. In collaboration with legal counsel, ensure the legal integrity of the Commission; and
15. Report about policy, regulatory, political, legal or other developments of relevance to the Commission's operation.

Article V: Meetings of the Full Commission

Section 1. Meetings and Notice. The Commission shall meet at least once a year at a time and place as determined by the Delegates. Additional meetings shall be held as determined by the Executive Committee. Members may participate in meetings in person or by electronic means as is necessary. Special meetings of the full Commission may be scheduled at the discretion of the Chair or shall be called upon the request of a majority of Delegates.

All Delegates shall be given notice of Commission meetings at least thirty (30) days prior to the scheduled date. Agendas shall be provided to all Delegates no later than seven (7) days prior to any meeting of the full Commission. If an amendment to an agenda is made after an agenda has been noticed, but forty-eight (48) hours prior to a regular meeting, or twenty-four (24) hours prior to a special meeting, then the agenda is amended upon the posting of the amended agenda. Additionally, the full Commission or any Committee of the Commission may vote to accept an agenda as amended by majority vote.

All Commission meetings shall be open to the public, except as set forth in Commission Rules or as otherwise provided by the Compact. Prior public notice of full Commission meetings shall be as follows: publication of notice of each meeting of the full Commission will be posted at least thirty (30) days prior to the meeting on the Commission's website or another website designated by the Commission. Interested parties may sign up to receive meeting links on the meetings page of the Comm and distribution. A meeting may be closed to the public if the Commission determines by a majority vote of the Delegates that there exists at least one of the conditions for closing a meeting, as provided by the Compact or authorized Rules or as certified by legal counsel to the Commission.

Section 2. Quorum.

A majority of Delegates shall constitute a quorum for the transaction of business, except as otherwise required in these Bylaws. The presence of a quorum must be established before any vote of the Commission can be taken.

Section 3. Voting.

Each Delegate is entitled to one vote. A Delegate shall vote on their own behalf and shall not delegate the vote to another Delegate, except as permitted by a designation allowed under Article II. Any question submitted for a vote of the Commission shall be determined by a simple majority, except as otherwise required by the Compact or the Bylaws.

Section 4. Procedure.

The rules contained in the then current edition of Robert's Rules of Order Newly Revised shall govern the parliamentary procedures of the commission and its committees in all cases not provided for in these Bylaws or in any policies and procedures or any special rules of order which are duly adopted by the Commission.

Section 5. Public Participation in Meetings.

Upon prior written request to the Commission any person who desires to present a statement on a matter on the agenda shall be afforded an opportunity to present an oral statement at an open meeting. The Chair may, depending on the circumstances, allow any person who desires an opportunity to present a statement on a matter that is on the agenda even in the absence of a prior written request to the Commission. The Chair may limit the time and manner of public statements at any open meeting.

Article VI : Committees

Section 1. Committees.

The Commission shall establish committees, as it deems necessary, to carry out its objectives which shall include, but not be limited, to:

1. Rules Committee: A Rules Committee shall be established as a standing committee to develop uniform Compact rules and bylaw amendments and policies for consideration by the Commission and concurrent implementation by the states and to review existing rules and recommend necessary changes to the Commission for consideration.
2. Compliance Committee: A Compliance Committee shall be established as a standing committee to monitor a member state's compliance with the terms of the Compact and its authorized rules.
3. Finance Committee: A Finance Committee shall be established as a standing committee to provide financial oversight and ensure the Commission is operating within its budget and is developing financial resources to achieve its purposes.
4. Elections Committee: An Elections Committee shall be established as a standing committee to:

- a. Inform the Commissioners on the responsibilities of the office;
- b. Encourage participation by the Commissioners in the elections process;
- c. Announce nominations deadline and anticipated vacancies of the Executive Committee of the Commission;
- d. Communicate with incumbents to determine if they wish to run for re-election.
- e. Accept qualified nominees and prepare a slate of candidates for the election of the officers or members at large of the Executive Committee;
- f. Present a list of candidates to the Commission including the terms of office expiration dates; and
- g. Tally and verify the election results and report to the Commission.

5. Communications Committee shall be a standing committee to, in consultation with the Chair of the Commission and the Executive Director:

- a. Onboard new member state delegates and administrative staff;
- b. Create press releases;
- c. Suggest updates to the website and informational items to media sources;
- d. Create additional public relations documents and provide presentations regarding the work of the Commission if needed.

Other standing and ad hoc committees may be created by the Commission as they are determined to be necessary by the Commission by 2/3 vote. The composition, procedures, duties, budget and tenure of all committees (if not outlined in bylaws) shall be determined through policies approved by the Commission. The Commission may dissolve any committee it determines is no longer needed.

After review of the bios of the eligible, interested candidates, the Executive Committee shall appoint the chair of each committee and establish the composition of each committee, except that the Treasurer shall serve as the chair of the Finance Committee and the Chair of the Commission shall chair the Executive Committee. The chairperson, vice-chairperson, and executive director of the commission shall be considered ex-officio members of each established committee. Members of any committee shall serve a two-year term as long as they remain eligible to serve. The Executive Committee may establish or appoint Committees and determine duties of Committees on behalf of the Commission and in accordance with the Compact and Bylaws. The Commission may dissolve any committee it determines is no longer needed.

All Committees shall give seven (7) days' notice of their meetings, posted on the Commission website and as otherwise determined by the Commission to provide notice to persons interested in the business of the Commission.

These committees are not subject to the notice requirements of Section 11.E of the Counseling Compact Article V of these Bylaws.

Article VII: Finance

Section 1. Fiscal Year.

The Commission's fiscal year shall begin on July 1 and end on June 30 of each year. Membership fees, in an amount to be determined by the commission, shall be paid on a date to be determined by the commission, unless otherwise specified.

Section 2. Budget.

The Commission shall operate on an annual budget cycle and shall, in any given year, adopt budgets for the following fiscal year or years as provided by the Compact and determined by the Commission.

Section 3. Accounting and Audit.

The Commission, with the assistance of the Executive Director, shall keep accurate and timely accounts of its internal receipts and disbursements of the Commission funds. The receipts and disbursements of Commission funds are to be audited annually by an independent certified or licensed accountant. The independent audit report shall be made available to the public.

Section 4. Costs and Expense Reimbursement.

Subject to the availability of budgeted funds and unless otherwise provided by the Commission, Delegates shall be reimbursed for any actual and necessary expenses incurred pursuant to their attendance at all duly convened meetings of the Commission or its committees as provided by the Compact.

Article VIII: Adoption and Amendment of Bylaws

Any Bylaw may be adopted, amended or repealed by a majority vote of the Delegates, provided that written notice and the full text of the proposed action is provided to all Delegates at least thirty (30) days prior to the meeting at which the action is to be considered. Failing the required notice, a two-third (2/3rd) majority vote of the Delegates shall be required for such action.

Article IX: Qualified Immunity, Defense, and Indemnification

Section 1. Immunity

The Commission, its Delegates, officers, Executive Director, and employees shall be immune from suit and liability, either personally or in their official capacity, for any claim for damage to or loss of property or personal injury or other civil liability caused or arising out of or relating to any actual or alleged act, error, or omission that occurred, or that such person had a reasonable basis for believing occurred within the scope of Commission employment, duties, or responsibilities; provided, that any such person shall not be protected from suit or liability, or both, for any damage, loss, injury, or liability caused by the intentional or willful and wanton misconduct of any such person.

Section 2. Defense

Subject to the provisions of the Compact and Rules promulgated thereunder, the Commission shall defend the Delegate of a Member State, his or her representatives or employees, or the Commission, and its representatives or employees in any civil action seeking to impose liability against such person arising out of or relating to any actual or alleged act, error or omission that occurred within the scope of Commission employment, duties, or responsibilities or that such person had a reasonable basis for believing occurred within the scope of Commission employment, duties or responsibilities; provided, that the actual or alleged act, error, or omission did not result from gross negligence or intentional wrongdoing on the part of such person.

Section 3. Indemnification

The Commission shall indemnify and hold the Delegate of a Member State, his or her representatives or employees, or the Commission, and its representatives or employees, harmless in the amount of any settlement or judgement obtained against such person arising out of or relating to any actual or alleged act, error, or omission that occurred within the scope of Commission employment, duties, or responsibilities that such person had a reasonable basis for believing occurred within the scope of Commission employment, duties, or responsibilities; provided, that the actual or alleged act, error, or omission did not result from gross negligence or intentional wrongdoing on the part if such person.

The Commission shall not bear any costs related to a State that is found to be in default or that has been terminated from the Compact, unless agreed upon in writing between the Commission and the defaulting State.

Article X: Withdrawal

Member states may withdraw from the Compact only as provided by the Compact.

Article XI: Dissolution of the Commission

The Compact shall dissolve effective upon the date of the withdrawal or the termination by default of a member state, which reduces membership in the Compact to one member state as provided by the Compact.

Upon dissolution, the Compact becomes null and void and shall be of no further force or effect, and the business and affairs of the Commission shall be concluded in an orderly manner and according to applicable law.