President’s Corner
By Samuel T. Gladding

Passion, Compassion, and Fatigue

People who are planful, wise, or sometimes just plain lucky, find, stumble on, or develop a passion. It is something that arouses them and gets them up and going in the morning. It is a feeling that sustains them. It gives them energy and leads to actions they enjoy and at which they are usually good. A passion is also something that helps individuals sleep at night because they have participated and given themselves to a cause, a concern, or a domain that is beyond themselves. Whether it is birding, banking, or building, those who have a passion delight in the world and in what they can contribute to it. A passion is a blessing to those who have it and those who receive it.

Most of you who read this article have a passion. It is to counseling, particularly couple and family counseling. You do not consider it a job but rather a calling. It is an entity bigger than you are. It is a way of spending your time that enriches your clients and in multiple ways enhances, improves, and deepens you as a human being.

(Continued on page 2)

The Family Digest

A newsletter aimed at keeping IAMFC membership up to date on the current activities of the organization and abreast of news and developments that are affecting the field, from changes in mental health legislation to workshops, institutes, and other professional development opportunities across the U.S. and around the world. The newsletter also features brief articles on issues relating to marital and family counseling.

In this Edition

President’s Corner ......... 1
From the Editor ........... 3
Greetings from the Executive Director ............ 4
Governing Council Report .............. 5
IAMFC International Programs ............ 6
New Monthly Podcast .... 7
2019 IAMFC World Conference .......... 8
Ethics and Bylaws Committee Update .... 11
2017 Revised Bylaws ....... 12
Because you have a passion in a helping profession, you most likely have compassion too. You see people who are hurt, despairing, and wounded. You listen to their stories and hear them on a level beyond the surface or the mundane. Your empathy is high and your abilities are dedicated to assisting your clients in making the most of life, not just the best of a situation. Most likely, it is hard for you to retreat from your compassion especially if you live in a neighborhood or pass through a community where there are street people or just those with discouraged looks. Compassion is a mixed blessing. It cuts both ways. It allows us to reach out but it takes a toll on us from within unless because of all the feelings it generates in us. We need put it aside at times.

If we are unable to not be passionate or compassionate some of our lives, we develop fatigue. Our energy ebbs, weariness sets in, and we feel exhausted. If we take fatigue into our workplace, our clients suffer, as do we. The atmosphere is heavy, lackluster, and lethargic. The ability to do more than the minimum seems impossible. Our motivation leaves us and if clients sense our fatigue they leave us too and rightfully so.

However, there are ways to combat what is clinically known as “compassion fatigue.” It comes from taking a leave or a holiday from our feelings and our dedication to making life better for those we serve. I am not talking necessarily about a long break in this regard. Rather, I am talking about a break that allows us to be not always “on call.” I learned it from a person who has since become a saint. It was Mother Teresa. Back in 1995, I took a group of students to work in her homes for the sick, dying, and destitute. We were fortunate that she granted us an audience and blessed us toward the end of our time in India. However, after meeting with her briefly, she did what I considered a strange thing at the time. She said she had to go do something physical. In this case, it meant going to clean the toilets in the house where we met her. I was a little shocked. What was a saintly woman doing cleaning toilets? It turned out, she was taking a break from focusing on the overwhelming tragedies on the streets of Calcutta so she could come back later to help. She was shifting gears from her passion and compassion so she could be refreshed.

I hope that your passion for working with families and couples stays at a high level. I also hope your ability to be compassionate and give of yourself and your skills remains extraordinary. However, be like Mother (now Saint) Teresa and like so many wise clinicians through the ages. Take a break from your work every now and then. Play, walk, do woodwork. Whatever energizes you is the thing to do. Chances are if you occasionally give yourself to something you like outside of counseling, you will be remain highly committed to those in need, you will renew your energy, and most likely you will sleep better at night knowing you are helping yourself as well as providing needed services for others.

Samuel T. Gladding
IAMFC President
Greetings to all of you! I am excited and honored that Dr. Sam Gladding asked me to be the editor of the *Family Digest*. As you know, this publication is an integral part of IAMFC and I am excited to be a part of its evolution.

In this edition of the *Family Digest*, we have a wonderful column from Dr. Sam Gladding, IAMFC President, about compassion fatigue. Wellness, self-care, and compassion fatigue awareness will be continuing future *Family Digest* themes, and Dr. Gladding has written a timely and informative column. In this edition, we also have information for you about the activities of the American Counseling Association Governing Council from Dr. Paul Peluso. We have a message about IAMFC’s International Events, from Dr. Brian Canfield. Speaking of great learning opportunities, Dr. Cheryl Mark, IAMFC Member-At-Large, is absolutely indefatigable as she plans our conference. In this edition, Dr. Mark provides great information about the upcoming conference in New Orleans. Dr. Loretta Bradley and I have been working as the co-chairs of the IAMFC Ethics and Bylaws Committee and we have written a column to tell you about these activities. As always, we are honored to have Dr. Robert Smith as the Executive Director of IAMFC. Dr. Smith has submitted a column that you will enjoy reading as well. As I read his column, I am humbled by his appreciation of my work with IAMFC.

I personally want to acknowledge the work of Dr. Robert Casares as the Associate Editor of the *Family Digest*. We frankly would not have this publication if not for his work. I admit freely and openly that my talents do not encompass technology. Thank goodness for Dr. Casares’ talents in these areas. He has been absolutely invaluable as he “lays out” this publication. No problem has been insurmountable for him as he answers my questions which clearly indicate my lack of knowledge in technology. He is always encouraging and positive as he assists me. For this, I am grateful.

Indeed, I feel very privileged to work with IAMFC’s board and members as we produce this publication. Goodness gracious, how many editors have the honor of working with this many imminent writers? We have a wealth of talent to call upon as we continue the fine tradition of this publication.

As we approach the holiday season, it is good to pause and give thanks. We have done this in many respects with this publication. Most of all, we are thankful to you, the members of IAMFC. The work you do is important. You are part of a great profession and an outstanding professional network. As part of your professional network, I hope the *Family Digest* can and will provide a positive message for you, not only through the holiday, but throughout the year.

**Bret Hendricks, EdD, LPC-S**
Editor, *Family Digest*
In my last column, I mentioned that IAMFC members are trailblazers, working on our behalf. Dr. Brande’ Flamez, Past President, and Dr. Samuel Gladding, President of IAMFC, were highlighted as leaders/trailblazers of our association. In this column, I will cite more trailblazers who have, and continue to help your organization forge ahead as one of the leading professional associations advocating for couple and family counseling, and counselors.

Dr. Robert L. Smith

Dr. Loretta Bradley is a national leader who has served as President of the American Counseling Association, Association for Counselor Education and Supervision, as well as the International Association of Marriage and Family Counselors. She is the current Treasurer of IAMFC. Without Dr. Bradley, Distinguished Paul Whitfield Horn Professor at Texas Tech University, I am not sure IAMFC would be the outstanding Division of ACA that it is today. In addition to the immense job of treasurer, Dr. Bradley provides leadership related to all aspects of your organization. Board members and I depend on Dr. Bradley to provide direction and wisdom on financial investments, membership, conferences, and collaboration with sister associations and ACA. We depend on Dr. Bradley for many things related to IAMFC. In an unassuming manner, she guides our organization.

Dr. Paul Peluso serves as our Governing Council Representative and is a Past President of IAMFC. Dr. Peluso is Professor and Chair of the Counselor Education Department at Florida Atlantic University. Dr. Peluso is an innovative leader who reinstituted the IAMFC Professional Conferences held annually in New Orleans. The professional conferences have reinvigorated our membership by offering stellar workshops and content programs on the latest research and practices in working with couple and family problems. Dr. Peluso often presents his own groundbreaking research at our conferences that you will not want to miss.

Dr. Cheryl Mark serves as our Board Member-At-Large. I cannot say enough about how much she has meant to IAMFC. The Board Member-At-Large is responsible for the planning of our annual conferences. This includes just about everything, from venue planning, hotel contracts, media available, food services to program planning, guest speakers, social events, and board meeting arrangements. Dr. Mark has made this happen for several conferences while serving as an Assistant Professor in the Department of Counseling at Colorado Christian College and taking the leadership in additional IAMFC projects as the standard audit of CEU’s offered through NBCC.

Dr. Bret Hendricks, Professor and Coordinator of the Counselor Education Program at Texas Tech University has an extensive history of contributing to IAMFC as well as to the counseling profession. Dr. Hendricks has served as President of IAMFC, ACA Governing Council Member representing IAMFC, Board Member of IAMFC, and Treasurer of IAMFC. His contributions are many, as is his wisdom related to the history and progression of IAMFC. He has served as President of the Texas Counseling Association, the largest State Counseling Association. Dr. Hendricks continues to serve IAMFC as the editor of the Family Digest.

In closing, I would like to extend my thanks and sincere appreciation to the above, and all the leaders and members who contribute to IAMFC. IAMFC is an exemplary organization that is strong and values its members and leaders. At your next conference, please walk up to the IAMFC leaders cited in my columns, introduce yourself, and explore how you can be further involved with this outstanding organization.
The ACA Governing Council has been very active this year, with several conference call meetings scheduled in addition to the traditional “face-to-face” meetings that take place in the Summer (associated with the Institute for Leadership Training) and in the Spring (associated with the Annual Conference). Several issues of importance to all members are under discussion, and worth sharing.

First, ACA released its Strategic Framework for 2018-2021. The purpose of this framework is to provide guidance to the organization and “address issues of critical and strategic importance” in three strategic areas: Advocacy, Practice Support, and Relevance. Under “Advocacy,” ACA will work “give voice and representation to counselors, the profession, and consumers.” As a part of “Practice Support” the framework will focus efforts towards insuring that “counselors have the resources they need to be successful in the practice of professional counseling.” Finally, “Relevance” refers to efforts that insure that counselors are seen as the recognized leaders in training new counselors and delivering counseling services. More information on the strategic framework (including specific information about the initiatives related to the framework) are located at www.counseling.org.

Second, ACA is currently looking at licensure portability. In the past, proposals for creating parity have focused on changing different state requirements to harmonize with each other and provide easier transfer of licenses when someone moves from state to state. However, this comes with a number of potential difficulties. An alternative approach is being considered by ACA, that is similar to what medical doctors and other licensed professionals are able to do: state to state compacts. These are brokered agreements that states make with one another to recognize the licensure of one state to allow professionals from that state to practice in another state. The upshot is that the individual would remain licensed in their “home” state (or state where they were originally licensed), but be able to work in a state that they move to. This has several bonuses (including clarifying the practice of tele-mental health), and the process is being explored right now. A decision on the viability of this process, and ACA’s involvement in it, is expected in the near future. I will update you on further developments as they arise.

Thirdly, and briefly, there is a lot of intense discussion about how ACA, and the Governing Council can address the needs of School Counselors following the separation with ASCA. It is the belief that ACA remains a professional “home” for all counselors, and that there are a number of unique opportunities that ACA can provide in order to support school counselors. ACA is in the process of developing resources to increase ACA’s presence in the lives of School Counselors.

Finally, if there are any IAMFC members with issues or concerns that you feel the Governing Council should be made aware of, please don’t hesitate to contact me at ppeluso@fau.edu.

Paul R. Peluso, PhD
The 18th annual Oxford Family Counseling Institute, St. Hilda's College, Oxford University

On behalf of the Organizing Committee and the International Association of Marriage and Family Counselors, it is my pleasure to invite you to join us for the 18th annual Oxford Family Counseling Institute. The 2019 Oxford Institute will take place the 9th through 16th of July at St. Hilda's College, University of Oxford. From its inception, the Oxford Institute has been designed as forum for the building and expansion of professional relationships, personal friendships, and the exchange of scholarly information about couples and family therapy and counseling. The Institute brings together an international group of educators, practicing professionals, and graduate students who wish to share and learn more about marriage, dyadic relationship, and family issues. In addition to family counselors, marriage and family therapists, social workers, psychologists; the Oxford Institute includes school counselors, substance abuse counselors, and related mental health and helping professionals. The institute is a truly international gathering. In addition to attendees from throughout the USA, in recent years colleagues from the United Kingdom, Turkey, Taiwan, Saudi Arabia, Israel, Nigeria, Italy, Cyprus, Bahamas, Canada, and Mexico have been part of the Institute.

To obtain a program packet, email: bcanfield@fau.edu or visit the Oxford Institute website: www.IAMFC-UK.com

IAMFC Scotland Family Counseling Institute, Edinburgh, Scotland

The 2019 IAMFC Scotland Summer Institute will be held from the 16th through 22nd of July at Pollack Halls, University of Edinburgh. The Scotland Family Counseling Institute offers a unique professional development event that focuses on family counseling/therapy issues and provides an immersion experience into Scottish culture. Institute attendees interact in a small group setting of international colleagues composed of graduate students, family counselors, mental health counselors, school counselors, substance abuse counselors, educators, and other counseling professionals from around the world. Participants include national and international leaders in counseling, family counseling, marriage and family therapy, and related mental health fields.

This immersion experience into Scottish culture, along with the international representatives attending the institute, provides a unique opportunity to learn about issues influencing our profession and societies. Participation in the IAMFC Scotland Summer Institute is open to educators, graduate students, and practicing professionals who wish to gain a broader understanding of issues in the field of counseling from an intercultural perspective. The Institute offers continuing education credit -- as well as an opportunity for graduate students to incorporate a study-abroad experience into their education and professional training. In addition to scholarly presentations, the Institute includes informal discussions and sponsored field trips to various sites in Edinburgh and other parts of Scotland.
IAMFC recently launched a new podcast, entitled *The Reframe*. Each month, *The Reframe* brings you conversations with leaders and legends of the counseling profession, experienced clinicians working in agency and private practice settings, as well as masters- and doctoral-level counseling students.

*The Reframe* is hosted by Dr. Robert Casares, who is an Assistant Professor in the Department of Counseling at Wake Forest University and a member of IAMFC’s 2018-2019 Emerging Leaders Program. Dr. Casares has recorded four episodes, to date, which feature interviews with both new and well-established members of IAMFC. These guests have discussed cutting-edge research, shared stories about their own professional successes and setbacks, and have offered insights and encouragement drawn from their diverse professional backgrounds.

Episode 1 features an interview with IAMFC President and Wake Forest Counseling Professor, Dr. Sam Gladding, who discusses his philosophy of leadership, highlights the benefits of humor and creativity in counseling, and recounts fond memories from his over 40 years as a counselor, professor, author, and leader.

Episode 2 features an interview with Dr. Lee Teufel-Prida, Assistant Program Director and core faculty member for COUNSELING @NORTHWESTERN, and co-chair of IAMFC’s Membership Committee. Dr. Teufel-Prida discusses the evolution and benefits of technology-assisted counseling, the importance of prioritizing self-care and ongoing professional development, and offers practical tips for maintaining an active research agenda.

Episode 3 features an interview with Dr. Bret Hendricks, Professor, Program Coordinator, and Associate Chair in the Department of Educational Psychology and Leadership at Texas Tech University, and past-president of IAMFC. Dr. Hendricks discusses the importance of embracing new professional challenges, describes how his clinical work elevates his teaching and research, shares about the benefits of inviting honest feedback from trusted colleagues, and highlights the evolution of marriage and family counseling ethics.

Episode 4 features an interview with Dr. Ramya Avadhanam, a past IAMFC Emerging Leader, who recently earned a PhD in Counselor Education and Supervision from The College of William & Mary. Dr. Avadhanam discusses how mentorship has contributed to her academic, professional, and personal growth, explains her process for respectfully broaching cultural issues with clients, describes her ongoing struggles with perfectionism, and offers tips for maintaining a balanced approach to excelling in a graduate counseling program.

Episode 5 will feature an interview with IAMFC’s Executive Director, Robert L. Smith, and will be released on December 5th, 2018.

The first four episodes of *The Reframe* are available for free in Anchor, iTunes, Google Podcasts, Spotify, Stitcher, and TuneIn.

If you have suggestions for future guests, topics you would like to hear discussed, or any feedback for Dr. Casares, please send an email to: TheReframePodcast@gmail.com.
Early-Bird Registration discounts are available through January 1, 2019.

Members can register for $165, students for $100, and non-members for $195.

Continuing education credits will be offered.
IAMFC’s World Conference is just around the corner! From January 31 through February 2, 2018, IAMFC will convene in New Orleans to provide members and non-members the opportunity to learn from the experts in our field, to network with other professionals, and to reconnect with old friends. IAMFC and the Military and Government Counseling Association (MGCA) are partnering again to bring you this educational and professional networking opportunity. The theme of our conference this year is “Relational Issues in Couples and Family Counseling.”

**Keynote Speaker**

Our keynote speaker is Mark E. Young, Ph.D. and he will be presenting on “Fragile Couples, Fragile Families.” We are excited to hear what he has to share with our organization. Please be sure to read more about him and his outstanding qualifications in this newsletter.

**Prelearning Institutes**

We are also offering eight prelearning institutes on Thursday, January 31st. You may select two prelearning institutes for a total of 6 CEs. Details can be found on our website and include information on the following topics:

- **Topic:** "Ethical Concerns: Impact of Boundary Issues for Couple and Family Counselors"
  
  **Presenters:** Loretta Bradley, Ph.D., LPC-S, LMFT-S, NCC, Paul Whitfield Horn Professor, Texas Tech University, and Bret Hendricks, Ed.D., LPC-S, ASOTP, Professor and Associate Chair of Educational Psychology & Leadership, Texas Tech University

- **Topic:** "Teaching Family Counseling through Literature, Film, and the Media"
  
  **Presenter:** Samuel T. Gladding, Ph.D., LPC, Professor, Wake Forest University

- **Topic:** "A Systemic Guide for Counselors to Understand and Work with Couples Recovering from Infidelity"
  
  **Presenter:** Paul R. Peluso, LMHC, LMFC, Professor and Chair, Department of Counselor Education, Florida Atlantic University

- **Topic:** "Let's Get Creative Again! 15 Techniques for Working with Families in Crisis"
  
  **Presenters:** Brande' Flamez, Ph.D., LPC, NCC, Cheryl Mark, PhD., LPC, Wendy L. Greenidge, Ph.D., LMHC, & Stephanie K. Scott, Ph.D., LMHC

- **Topic:** "Stressed Out: Using Systemic Interventions for Family Anxiety"
  
  **Presenters:** Lee A. Teufel-Prida, Dawn M. Wirick, Anita A. Neuer Colburn, Corinna Costello, & Jinah Rordam

(Continued on page 9)
Topic: "About Sex Therapy: Expanding the Clinical Boundaries of Couples Counseling"


Topic: "Affirming Our Sexual Selves: Therapeutic Strategies to Heal from Sexual Shame"

Presenter: Megan Speciale, Ph.D., LMHC, NCC

Topic: "Leaving the Porch Light On: Preventing veteran suicide through couples and family therapy"

Presenter: Linda Thompson, PhD, LPC, LMFT, MFLC

In addition to our keynote and prelearning institutes, we are offering educational sessions, roundtable sessions, and poster presentations with the opportunity for participants to earn 20 CEs. Topics related to our conference theme include the following: technology, infertility, military, autism, family business and relationship counseling, sex therapy, ethics, incarceration in families, multicultural competence, polygamy and US refugee status, veterans issues, infidelity, and male specific counseling strategies.

Conference Schedule
Please follow the link to review the 2019 Conference Schedule (also found on our website): //www.iamfconline.org/IAMFC-2019-Conference-Schedule.docx

Registration
Our conference hotel, the Doubletree by Hilton, is conveniently located on 300 Canal Street within walking distance to many amenities. Please go to the IAMFC website to register for the conference and to reserve your room at the hotel (iamfconline.org). There are reduced rates for conference attendees at the hotel.

We do hope you will attend and get involved in IAMFC! Further, if your institution, agency, or organization would like to be a sponsor for IAMFC, we welcome your support! Please reach out to Cheryl Mark, iamfcconference@gmail.com, and she will provide you with a sponsorship form.

We look forward to meeting with you back in New Orleans!

Warmly,

Cheryl Mark, Conference Chair
Julie Hartman, Conference Co-Chair
We are honored and excited to chair this wonderful committee. During the past year, we worked closely with the IAMFC Ethics and Bylaws committee members to promote the mission of IAMFC. Namely, we strive to promote excellence in couples and family counseling through creating, disseminating, and revising IAMFC’s bylaws and ethics code. Through these efforts, and other activities of the committee, we facilitate IAMFC’s professionalism, networking, and overall excellence.

During 2017-18, Dr. Loretta Bradley worked tirelessly as she led the committee’s efforts to revise the IAMFC Bylaws. The resultant bylaws, completed in 2018, are exemplary of the best practices in professional organizations and will lead the organization for years to come. We are very pleased that IAMFC Bylaws (2018) were published in the Family Journal's Fall 2018 edition, providing Family Journal readers further awareness of the importance of the IAMFC bylaws and the bylaws process. In order for you, the reader, to be more aware of the IAMFC Bylaws, we provide a copy of the IAMFC Bylaws in this edition of the Family Digest.

Dr. Bret Hendricks led the committee’s efforts to revise the IAMFC Ethics Code. This arduous process, spanning three years, was completed during 2018, resulting in a rewritten and retitled IAMFC Code of Ethics. Special thanks are given to Loretta Bradley as she co-chaired this effort. Additionally, Dr. Mary Ballard, Dr. Steve Southern, and Dr. Paul Peluso authored the code. The new code was approved by the American Counseling Association’s Ethics Committee and Governing Council during 2018. Following these approvals, the IAMFC Ethics Code (2018) was published in the Family Journal in its Spring 2018 edition. The IAMFC Ethics Code can be accessed online at the IAMFC website, iamfconline.com.

The members of this committee for 2018-19 are: Dr. Loretta Bradley (Co-chair), Dr. Bret Hendricks (Co-chair), Dr. Mary Ballard, Dr. Christian D. Chan, Dr. Lisa Hooper, Dr. Paul Peluso, and Dr. Stephen Southern.

We are appreciative of the members of this committee and look forward to their continued efforts.

We certainly understand that the work of this committee is not limited to the publications above. Thus, we will work with the IAMFC Board of Directors closely in future endeavors. We welcome these opportunities to further the mission and vision of IAMFC.

Loretta Bradley, PhD, NCC, LPC-S, LMFT-S and Bret Hendricks, EDd, LPC-S Co-Chairs, IAMFC Ethics and Bylaws Committee
ARTICLE I
OFFICES AND REGISTERED AGENT

Section 1. **Principal Office.** The principal office of the International Association of Marriage and Family Counselors, a nonprofit corporation incorporated under the laws of the Commonwealth of Virginia (hereinafter the "Association"), shall be in the Commonwealth of Virginia.

Section 2. **Registered Office and Agent.** The Association shall have and continuously maintain a registered office in the Commonwealth of Virginia (which may be identical with the principal office). The Board of Directors of the Association shall appoint and continuously maintain in service a registered agent in the Commonwealth of Virginia, who shall be an individual resident of the Commonwealth of Virginia and an officer or director of the Association, a member of the Virginia State Bar, or a professional corporation, registered under the provisions of section 54-42.2 of the Code of Virginia.

Section 3. **Other Offices.** The Association may have such other office or offices, at such suitable place or places within or without the Commonwealth of Virginia as the Board of Directors may from time to time determine or as the affairs of the Association may require from time to time.

Section 4. **Division.** The Association operates as a division of the American Counseling Association. As such, the Association operates under the aegis of the Bylaws of the American Counseling Association in effect at the time of its charter, including subsequent revisions approved by the ACA Governing Council. In the event any subsequent changes to the ACA Bylaws conflict with the current Bylaws of the Association, the Executive Board of the Association shall initiate a revision of the Association's Bylaws so as to bring the Association into compliance with ACA Bylaws, presenting such proposed changes to the Association’s general membership for approval.
ARTICLE II
NAME, ORGANIZATION, AND PURPOSE

Section 1. **Name.** The name of the organization is the International Association of Marriage and Family Counselors (IAMFC).

Section 2. **Organization.** The International Association of Marriage and Family Counselors (herein referred to as the “Association”) is organized as a nonprofit association. The Association is incorporated under the laws of the Commonwealth of Virginia.

The Association operates as a division of the American Counseling Association (ACA). As such, the Association operates under the aegis of the Bylaws of the American Counseling Association that are currently in effect, as well as including subsequent revisions approved by the ACA Governing Counsel. In the event that any subsequent changes to the ACA Bylaws conflict with the current Bylaws of the Association, the Executive Board of the Association shall initiate a revision of the Association’s Bylaws to bring them into compliance with the ACA Bylaws. The Association will bring proposed Bylaws changes to the Association’s Board and general membership for approval. A vote of two-thirds majority is required for approval.

Section 3. **Purpose.** The purpose of the Association is to enhance the profession of marriage, couple, and family counseling. This purpose will be achieved by:

- Promoting knowledge about and understanding of marriage/couple and family counseling.
- Stimulating, promoting, and conducting programs of research in the field of marriage/couple and family counseling.
- Establishing meetings (scientific and educational) and/or conferences to disseminate information on marriage/couple and family counseling.
- Establishing contacts with other professional organizations for developing scientific and educational pursuits.
- Examining conditions that create barriers for enhancing marriage/couple and family counseling and advocating to reduce them.
- Advocating for the profession of marriage/couple and family counseling.
- Endorsing sound ethical practices as defined in the Codes of Ethics by ACA and IAMFC.

The Association is organized to engage in other activities as may be desired or required to accomplish the mission and purposes of the Association. The Association is organized and shall operate exclusively for charitable, scientific, and ethical purposes within the domain of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code. Further, no part of the net earnings of the Association shall inure to the benefit of or be distributed to its directors, officers, other private individuals, or organizations operating for
The Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make compensation for these services. Furthermore, no substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Association shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Association shall not carry on any activities prohibited by:

(a) an organization exempt from federal income tax under section 501(a) of the Internal Revenue Code and as an organization described in section 501(c)(3) of such Code;

(b) an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code.

To further the Association's objects and purposes, the Association shall have and shall exercise all the power conferred by the provisions of Chapter 10 of Title 13.1 of the Code of Virginia not without the scope of Article THIRD of the Articles of Incorporation of the Association. Without limiting the generality of the foregoing, the Association shall have the power to sue and be sued; to receive grants, gifts, contributions and other sums of a like nature to own, take title to, receive and hold, lease, and sell or resell, in fee simple or otherwise, property, real, personal or mixed, wherever situated or however acquired, without limitation as to amount of value. The Association shall have authority to encumber property by deed of trust, pledge or otherwise; to borrow money and secure payment of same by lien or liens on the realty or personal property of the Association; to lease, build, erect, remodel, repair, construct and/or reconstruct any and all buildings, houses, or other structures necessary, proper or incident, to the carrying out of the objects and purposes stated herein. The Association shall have full powers of management, investment, reinvestment, and the collection of all rents, revenues, issues and profits arising therefrom.

ARTICLE III
MEMBERSHIP

Section 1. Classes and Qualifications of Membership. The Association shall have four classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

(a) Regular Member. An individual is eligible to be a Regular Member if he or she is actively involved or interested in the area of marriage and family counseling, including marriage counseling, marital therapy,
couples counseling, divorce counseling, mediation, and family counseling or therapy. Regular Members in good standing shall have all the rights and privileges of membership in the Association, including the right to hold office or to vote.

(b) **Special Member.** An individual, institution, organization, or agency is eligible to be a Special Member if that person or entity is interested in supporting the goals of the Association. Special Members shall have all the rights and privileges of membership in the Association, except that they shall not be entitled to hold office or to vote.

(c) **Student Member.** An individual is eligible to be a student member if he or she is currently matriculated in a Graduate Counseling Program. Student members in good standing shall have all the rights and privileges of membership in the association, including the right to hold office or to vote.

(d) **Emeritus Member.** Emeritus membership is an honor which may only be granted by the Executive Committee of IAMFC. To be eligible, an IAMFC member must be retired from a counseling profession career, be at least 65 years old, have a minimum of 10 years of IAMFC membership prior to retirement, and have provided exemplary service to IAMFC. Emeritus members shall be exempt from payment of dues to the Association. They shall be eligible to receive member benefits, attend meetings of the Association, and be entitled to hold office or to vote.

**Section 2. Application for Membership.** Persons seeking membership in the Association as a Regular or Special Member must submit a completed application, in such form as determined by the Board of Directors, to the Board of Directors or a committee or officer designated by the Board of Directors, which, in its sole discretion, will grant or deny the application for membership. Applicants will be notified in writing if accepted and of the membership status granted.

**Section 3. Transfer of Membership.** Notwithstanding any other provision herein, any "Regular Member" of the International Association of Marriage and Family Counselors, a Commonwealth of Virginia nonprofit corporation, automatically will be granted membership in the Association as a Regular Member, which membership will lapse upon non-payment of dues. Any "Special Member" of the International Association of Marriage and Family Counselors, a Commonwealth of Virginia nonprofit corporation, automatically shall be granted membership in the Association as a Special Member, which membership shall lapse upon non-payment of dues.

**Section 4. Termination of Membership.** The Board of Directors, by the affirmative vote of two-thirds of all of the directors present at any regular or special meetings,
may terminate the membership of a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regular or special meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

Section 5. Membership Dues. The Association dues for members for each membership class shall be established annually by the Board. The Board may establish different dues amounts for membership at different classes. Member dues shall be paid annually. Any member designated emeritus will be considered a lifetime member of the Association with no further dues.

ARTICLE IV
OFFICERS AND EXECUTIVE DIRECTOR

Section 1. Officers and Executive Director. The officers of the Association shall consist of President, President-Elect, Immediate Past President, Member-at-Large, Secretary/Treasurer, and Governing Council Representative. The Association will have an Executive Director.

Section 2. Qualifications. All officers and Executive Director shall be members of the Association in good standing and members of ACA in good standing.

Section 3. Board of Directors. The Board of Directors of the Association shall consist of the officers. The Board will have authority to make and vote on motions.

Section 4. Election Procedures. The President, President-Elect, and Member-at-Large will be elected by members of the Association for a two-year term. The ACA Governing Council Representative will be elected for a three-year term (may be elected for a second term). The Secretary/Treasurer will be appointed by the President pending approval of the Board of Directors for a two-year term (may be reappointed).

Section 5. Terms of Office. Following election, the President shall hold office for two years, and the President-Elect holds this office for one year. The office of President is a four-year commitment overall. Namely, that individual serves as President-Elect for one year, then President for two years, and Immediate Past President for one year. The Secretary/Treasurer serves for two years (can be reappointed). The Governing Council Representative serves for three years (can be elected for a second term to serve a maximum of six years). Section 5 becomes effective July 1, 2018.

Section 6. President. The President shall be the Chief Executive Officer of the Association and Chairperson of the Executive Committee. The President shall preside at all
meetings of the Association. The President shall appoint members to committees and shall hold ex-officio membership in all committees. The President is responsible for planning Association meetings and lunches at the ACA Conference and, if held, the Association Conference (President may delegate this conference role). The President will be responsible for submitting all required reports to ACA. If an Association conference is held, the President is responsible for overall conference planning (President has the authority to delegate conference planning). The President, Executive Director, and Secretary/Treasurer plan for Association financial expenses, including conference expenses and contracts.

Section 7. President-Elect. The President-Elect will perform duties as allocated by the President and Executive Committee. If the President is unable to attend Association meetings and Executive Committee meetings, the President-Elect will preside. If an Association conference is held, the President-Elect will be responsible for conference planning as delegated by the President.

Section 8. Immediate Past-President. The Immediate Past-President shall advise and consult with the President and the President-Elect. The Immediate Past-President shall serve as Chairperson of the Nominations and Elections Committee and shall perform such other duties as assigned by the President or the Board of Directors.

Section 9. Secretary/Treasurer. The Secretary shall keep the records of the current activities of the Association and its Executive Committee. The Treasurer shall collect and disburse funds of the Association (not membership dues). The Treasurer shall make a financial report to the Association at its annual meeting. If an Association conference is held, the Treasurer will collect and disburse conference funds (not conference registration).

Section 10. Member-at-Large. The Member-at-Large will assist the President with planning for the Association lunch at ACA and, if held, the Association conference planning. The Member-at-Large will conduct other duties as assigned by the President.

Section 11. Governing Council Representative. The Association ACA Governing Council Representative will attend the ACA Governing Council meetings. The Representative will make a report(s) to the Association at its scheduled meetings.

Section 12. Executive Director. The Executive Director is the director of the Association. The Executive Director shall be responsible for the successful management of the Association. The Executive Director has fiscal responsibility concurrent with the President. The Executive Director implements policies and procedures established by the Board of Directors.

Section 13. Resignation. Any officer may resign at any time by giving written notice to the
President of the Association. The resignation shall be effective at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section 14. Removal. Any officer may be removed by the Board of Directors at any regular or special meeting of the Board at which a quorum is present and whenever it is in the best interest of the Association. Such removal will be without prejudice to the contract fights, if any, of the officer so removed.

Section 15. Vacancies. Vacancies in any of the officer positions will be decided upon and filled by the remaining members of the Board of Directors (Executive Committee). The nomination and election to fill the vacancy may occur by vote during a meeting of the Executive Committee. The newly elected officer shall serve the remainder of the term of the vacated position. This position will then be filled in the next Association election.

Section 16. Compensation of Officers. None of the officers of the Association shall receive any compensation for their services to the Association. They can be compensated for actual expenses (e.g., hotel, airline, food) resulting from their activities on behalf of the Association.

Section 17. Serving on Other Boards. Effective July 1, 2018, IAMFC Board members cannot serve on other ACA Division Boards. Any exceptions can be made by the IAMFC Board.

ARTICLE V
MEETINGS

Section 1. Annual Meetings. A regular annual meeting of the members shall be held at least once a year, at such time, day and place as shall be designated by the Board of Directors. When feasible, however, the annual meeting shall be held in conjunction with the annual convention of the American Counseling Association.

Section 2. Special Meeting. Special membership meetings may be called by the President or Board of Directors and shall be called by the Board upon written request therefore to the Secretary/Treasurer of the Association of not less than one-third of the members entitled to vote.

Section 3. Notice of Meetings. Notice of the time, day, place, and purpose of each meeting shall be given to all members of the Association in the manner set forth in Section 2 of Article X hereof.

Section 4. Quorum. A quorum for the transaction of any and all business at the annual or
any special membership meeting of the Association shall consist of not less than a majority of the voting members present

Section 5. **Manner of Acting.** Except as otherwise expressly required by law, the Articles of Incorporation of the Association, or these Bylaws, the affirmative vote of a majority of the members entitled to vote, present at any meeting of the members at which a quorum is present, shall be the act of the members.

Section 6. **Written Consent.** Action taken by the members without a meeting is nevertheless the action of the members if written consent to the action in question is signed by all of the members entitled to vote and filed with the minutes of the proceedings of the members, whether done before or after the action so taken.

Section 7. **Proxies.** At any meeting of the members, a member entitled to vote may do so by proxy executed in writing and filed with the Secretary/Treasurer of the Association before the meeting. A member who executes a proxy may withdraw the proxy by attending in person the meeting for which the proxy was executed or by filing a notice in writing with the Secretary/Treasurer, before or at the time of the meeting, that the proxy is withdrawn. Proxies may confer general voting rights, or they may be limited to prescribed action on a particular issue.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. **Powers.** The Board of Directors of the Association shall manage, supervise and control the business, property, and affairs of the Association, except as otherwise expressly provided by law, the Articles of Incorporation of the Association, or these Bylaws. The Board of Directors shall be vested with the powers possessed by the Association, including the powers to determine the policies of the Association and prosecute its purposes, to appoint and remunerate agents and employees (including the power to delegate some or all of this authority), to establish the budget of the Association, to disburse the funds of the Association, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable. The Board of Directors shall elect one of its members, who may be an officer of the Association, to serve as Chairperson of the Board of Directors, for such term as the Board may determine.

Section 2. **Number and Qualifications.** The Board of Directors of the Association shall be composed of seven individuals and shall serve until their successors are elected and qualified.

Section 3. **Election and Term of Office.** The members of the Board of Directors shall consist of the President, the President Elect, the Immediate Past-President, the Secretary/Treasurer, Board Member-at-Large, Governing Council Representative,
and the Executive Director.

Section 4. **Resignation.** Any director may resign at any time by giving written notice to the President of the Association. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Association.

Section 5. **Removal.** Any director, who is not a director by reason of being an officer of the Association, may be removed from such office by a two-thirds vote of the Regular Members at any regular or special meeting of the members at which a quorum is present, for (1) violation of these Bylaws or (2) engaging in any other conduct prejudicial to the best interests of the Association. Such removal may occur only if the director involved is first provided (1) with adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the members scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such director, (2) an opportunity to appear before the members or forward a written statement thereto in presentation of any defense of such notice, and (3) a written explanation as to (if such is the case) why such director is being removed from such office. In these regards, the members shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the Association. Any director, who serves by reason of being an officer of the Association, may be removed from such office only if he or she is removed as an officer in accordance with these Bylaws.

Section 6. **Vacancies.** A vacancy in the position of an ex-officio Board member shall be filled for the un-expired term by an officer selected in the manner set forth in these Bylaws. A vacancy in the position of Board Member-at-Large shall be filled for the unexplored term by majority vote of the Regular Members present at a regular or special meeting of the membership of the Association.

Section 7. **Regular Meetings.** A regular annual meeting of the Board of Directors of the Association shall be held each year, at such time, day and place as shall be designated by the Board of Directors.

Section 8. **Special Meetings.** Special meetings of the Board of Directors may be called at the direction of the President of the Association or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 9. **Notice.** Notice of the time, day and place of any meeting of the Board of Directors shall be given at least ten days previous thereto in the manner set forth in these Bylaws. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where
attendance is for the express purpose of objecting to the call or convening of the meeting.

Section 10. Quorum. A majority of the Board members present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Association, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote.

Section 12. Written Consent. Action taken by the Board of Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone call or similar telecommunications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting.

Section 14. Compensation. No Board member shall receive any compensation for services rendered in such capacity, except that the Board may by resolution provide for the reimbursement of actual expenses, such as travel, lodging, and food (per diem), incurred in the performance of the duties of the director to the extent provided by such resolution.

Section 15. Policy and Procedures Handbook. A Policy and Procedures Handbook will be created to guide the Board of Directors in the ongoing operation of the organization. The Policy and Procedures Handbook will include the duties of elected and appointed officers, financial policies and procedures, ethics, nomination and election policies and procedures, policies and procedures on forming and maintaining chapters, policies related to the National Academy for Certified Family Therapists, and other governance policies and procedures. Since the Policy and Procedures Handbook is meant to supplement the Bylaws, no statement within the handbook may conflict with any bylaw. Changes to the Policy and Procedures Handbook can be made by a majority vote of the Board of Directors present at a meeting.

ARTICLE VII
COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a
majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Association; amending the Articles of Incorporation of the Association; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking-proceedings therefore; adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director, of any responsibility imposed upon the Board or the director by law.

Section 2. Other Committees. The Board of Directors may create and appoint members to such committees as they shall from time to time deem appropriate. These committees will have the power and duties designated by the Board of Directors provided that no such committee which has members who are not directors shall have and exercise the authority of the Board of Directors in the management of the Association.

Section 3. Standing Committees. The Standing Committees of the Association shall consist of the following:

(a) **Bylaws Committee.** The Bylaws Committee shall review the Bylaws of the Association and submit suggested changes to the Board of Directors.

(b) **Membership Committee.** The Membership Committee shall promote membership of the Association and devise a recruitment plan. The Chairperson of the Membership Committee shall work with the webmaster and/or ACA in recording membership in the Association.

(c) **Newsletter Committee.** The Newsletter Committee shall be responsible for producing four newsletters each year to inform the membership of the activities of the Association.

(d) **Nominations and Elections Committee.** The Nominations and Elections Committee shall be chaired by the Immediate Past-President and shall issue a call for nominations from the Membership-at-Large, prepare a ballot to be sent to all Regular Members in good standing, count ballots, and inform the membership of the results.
(e) **Other Committees.** Other committees may be appointed by the President and approved by the Board.

**Section 4. Term of Office.** Each member of a committee shall continue as such for a term of two years or until a successor is appointed, unless the committee shall be terminated sooner, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 5. Vacancies.** Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 7. Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

**ARTICLE VIII
CHAPTERS**

**Section 1. Formation of Chapters.** The Board of Directors shall have the power to charter local or regional Chapters of the Association. Chapters shall consist of at least ten members in good standing in the Association. A petition to establish a Chapter shall be submitted to the President of the Association who shall submit it to the Board of Directors for consideration. A petition shall include the names and signatures of the proposed Chapter members and officers and a copy of the Chapter's Bylaws. A petition must be approved by a two-thirds vote of the Board of Directors. No Chapter shall be organized or operated except in accordance with these Bylaws.

The purpose of each Chapter shall be in accordance with those of the Association.

**Section 2. Autonomy of Chapters.** A Chapter shall be free to conduct its affairs, including establishing dues amounts, but shall do so only in compliance with these Bylaws. All elected officers of a Chapter shall be members of the Association. A Chapter may adopt its own name, upon approval of the IAMFC Board and identify itself as "A Chapter of the International Association of Marriage and Family Counselors."

**Section 3. Reports.** Each Chapter shall transmit to the President of the Association the
names of its members and officers and shall transmit a written report of the salient activities and plans of the Chapter for the coming year. Any amendments to the Chapter's Bylaws or other basic documents of the Chapter shall be reported in writing to the Board of Directors of the Association at least thirty days prior to the effective date of their adoption.

Section 4. Involuntary Revocation or Withdrawal of a Chapter.

(a) The Board of Directors of the Association shall have the power to revoke the charter of a Chapter when it is deemed in the best interest of the Association to do so. A notice of intent to revoke must first be passed by the vote of two-thirds of the Board of Directors. The Chapter must be informed at least nine months prior to the proposed revocation to allow the Chapter to take remedial measure or otherwise bring itself into compliance with the Bylaws of the Association. A two-thirds vote of the Board of Directors shall be necessary to revoke the charter of a Chapter.

(b) A Chapter may voluntarily withdraw from the Association. The Chapter shall inform the Association at least nine months prior to the date of withdrawal. A vote of two-thirds of a Chapter's members shall be necessary in order for a Chapter to withdraw from the Association. Any funds received from the Association for the remainder of the financial year shall be returned to the Association.

ARTICLE IX
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the offices so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. All contracts will be reviewed by the Executive Director prior to signing.

Section 2. Checks. Drafts, Orders, Payments, and so forth. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary/Treasurer and countersigned by the President (or President-Elect) and the Executive Director of the Association.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositaries as
the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

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**ARTICLE X**

**MISCELLANEOUS PROVISIONS**

**Section 1. Fiscal Year.** The fiscal year of the Association shall commence on July 1 and terminate on June 30 of the following year, except that the first year of the Association shall commence on September 20, 1989.

**Section 2. Notice.** Whenever under the provisions of these Bylaws, the Articles of Incorporation of the Association or statute, notice is required to be given to a director, member, committee member, or officer, such notice shall be given in writing, by first class, certified, or registered mail or by express delivery service, with postage or express delivery charges thereon prepaid, to such person at his or her address as it appears on the records of the Association. Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service. Notice may also be given by telegram, telex, or telephone, and will be deemed given when received, if followed by a writing mailed on the same day or the next day.

**Section 3. Seal.** The Association need not adopt an official seal, but may, upon appropriate action taken by the Board of Directors do so. If a seal is adopted, the official seal of the Association shall have inscribed thereon the name of the Association and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing or causing to be printed, engraved, lithographed, stamped, or otherwise made, placed, or affixed upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

**Section 4. Books and Records.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors.

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**ARTICLE XI**

**INDEMNIFICATION**

The Association shall indemnify each member of the Board of Directors, as
described in these Bylaws, and each of its officers, as described in these Bylaws for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, 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 attorneys' fees, actually and necessarily included or imposed as a result of such action or proceeding or any 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 herein provided that he or she acted in good faith for a purpose which he or she reasonable believed to be in the best interests of the Association and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. A non-judicial determination that the director or officer has met the foregoing applicable standard of conduct shall be made (1) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (2) if a quorum cannot be obtained under (1), by majority vote of a committee duly designated by the Board of Directors (in which designation, directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (3) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (1) or (2); or (4) by special legal counsel if a quorum of the Board of Directors cannot be obtained under (1) and a committee cannot be designated under (2), selected by majority vote of the full Board of Directors, in which selection, directors who are parties may participate. Every reference herein to a member of the Board of Directors or officer of the Association shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, 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 director or officer of the Association might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE XII
LIMITATION ON ACTIVITIES

The Association is organized and operated exclusively for charitable and educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code. Notwithstanding any other provision herein, the Association shall not carry on any activities not permitted to be carried on:

(a) by an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code, as an organization described in
section 501(c)(3) of such Code; and/or

(b) by an organization, contributions to which are deductible under section 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of the net earnings of the Association shall inure to the benefit of or be distributed to its directors, officers or other private individuals, or other organizations organized and operating for profit, except that the Association is authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XIII
DISSOLUTION

On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Association, distribute all the assets of the Association to one or more of the following categories of recipients as the Board of Directors of the Association shall determine:

(a) a nonprofit organization or organizations which may have been created to succeed the Association, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code; and/or

(b) a nonprofit organization or organizations having similar aims and objects as the Association and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

ARTICLE XIV
INTERNAL REVENUE CODE

References herein to sections of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.
ARTICLE XV
NONDISCRIMINATION

The Association shall not discriminate based on or related to sex, race, national origin, religion, age, disability, protected veteran status, genetic information, or other protected categories, classes, or characteristics.

ARTICLE XVI
RULES OF ORDER

Robert's Rules of Order, as revised and from time to time amended, shall govern the proceedings of all bodies of the Association, except where otherwise specified by law, the Articles of Incorporation of the Association, or these Bylaws.

ARTICLE XVII
AMENDMENTS TO BYLAWS

These Bylaws may be amended, repealed, or new Bylaws adopted with a two-thirds vote of the Board of Directors at any regular or special meeting of the Board and by a majority vote of the general membership present at the annual meeting; or by a two-thirds vote of the Board of Directors and by a majority vote sent to the full membership by special mail or electronic ballot. An amendment shall be effective immediately after adoption unless a later effective date is specifically adopted at the time the amendment is enacted.