

**BY-LAWS –
OF
THE MASSACHUSETTS MENTAL HEALTH
COUNSELORS ASSOCIATION, INC.
Adopted 2/17/24**

Section 1. ARTICLES OF ORGANIZATION, LOCATION, CORPORATE SEAL AND FISCAL YEAR

1.1 Articles of Organization. The name and purposes of the Massachusetts Mental Health Counselors Association, henceforth referred to as “the Corporation” shall be as set forth in its Articles of Organization. These By-laws, the powers of the Corporation and of its directors and members, and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

1.2 Location. The principal office of the Corporation in The Commonwealth of Massachusetts shall be located at the place set forth in the Articles of Organization of the Corporation.

1.3 Corporate Seal. The officers may adopt and alter the seal of the Corporation.

1.4 Fiscal Year. The fiscal year of the Corporation shall end on June 30 in each year.

Section 2. MEMBERS

2.1 Classes of Membership. Six categories of membership shall be established:

2.1.1 A Licensed Professional Member shall hold a valid LMHC license.

2.1.2 A New Professional Member shall hold a master's degree or higher professional degree in the mental health field, conferred by a graduate school of recognized standing, and is obtaining their post MA work experience toward their LMHC license.

2.1.3 A Student Member shall be enrolled in a planned graduate program leading toward a degree in mental health counseling or related field as defined in the LMHC regulations CMR-262 and must be planning to become a mental health counselor. Student status may be maintained for no more than three (3) years.

2.1.4 An Associate Member shall hold a minimum of a bachelor's degree in the mental health field or an allied field, conferred by a school of recognized standing or be a student in a graduate program but no longer eligible for student membership, or a licensed professional in another behavioral health field. An Associate member is not a voting member and cannot become an Officer or Committee Chair.

2.1.5. A Retired Member shall be a regular or professional member who is retired from professional counseling practice.

2.1.6 An Affiliate Member shall be an individual who shares values consistent with MaMHCA who would like to contribute to the organization, but does not hold a degree in mental health counseling or related field. An Affiliate Member is not a voting member and cannot become an Officer or Committee Chair.

2.1.7 Qualification. Any person who meets the criteria for membership above.

2.3 Powers and Rights. In addition to the powers vested in them by law, the Articles of Organization or these By-laws, the members shall have such other powers and rights as the Board of Directors may designate. All categories of members, with the exception of Affiliate or Associate members, shall be eligible to serve on committees. Committee Chairs may nominate an Affiliate or Associate member to a Committee with the approval of the Board.

2.3.1 Only licensed professional members holding a valid LMHC license in good standing are eligible to hold any MaMHCA elective office. (see Section 5 for further qualifications). Student members and New Professional members may serve on the Board of Directors.

2.4 Annual Meeting of the Members. The Annual Meeting of the Members shall be in conjunction with either the May Board meeting, the fall Annual Conference, or at such date, time and place as determined by the Board of Directors.

2.4.1 Quorum. A quorum, for the purpose of an Annual Meeting, shall be defined as a majority of the current Board of Directors present. Such a quorum is authorized to transact any business duly presented for vote of the members to the Corporation.

2.5 Special Meetings. The President may, with the approval of the Board of Directors, call additional meetings of the Corporation when necessary.

2.5.1 Any member of the Executive Board (see Section 3.1.2) may also call a Special Meeting of the Board when necessary.

2.6 Place of Meeting. All meetings of the members shall be held at such place within the United States as shall be fixed by the Board of Directors (virtual meetings are also permitted by either auditory and/or visual means).

2.7 Conduct of Business. Robert's Rules of Order and its parliamentary authority shall govern the proceedings of this Corporation not otherwise specified in these By-Laws.

Section 3. BOARD OF DIRECTORS

3.1 Powers. The Board of Directors shall be the agency through which the general policy and executive functions of the Corporation shall be carried out. It shall establish priorities and goals for the organization and delegate the business and administrative functions to the domain of the Executive Director and administrative staff.

3.1.1 Board of Directors members shall be: President, President-Elect, Past President, Treasurer, Secretary, and the Executive Director. The following staff positions also serve as Standing Committee Chairs and as such, serve on the Board: Public Policy Director, Professional Development Director, Web

Communications Director, MCEAP Director. Other Standing and Special Committee Chairs, the Student member and the New Professional member, and any past officer who has completed their term and has been able to attend 2/3 of the previous fiscal year's Board of Directors meetings are also considered Board members. All members of the Board of Directors shall be voting members.

3.1.2 Executive Board. The Executive Board shall consist of the 5 elected officers and the Executive Director and can conduct the business of the organization when necessary (in the stead of the full board). Any Executive Board member can call an executive board meeting.

3.1.3 Attendance at Meetings. If any member of the Board of Directors is not present at two thirds (2/3) of the meetings, that member may be removed from the Board and replaced, with the approval of the board. Written reports may be accepted in lieu of attendance of a committee chair if agreeable to the Board of Directors. Upon such removal the board member shall automatically be considered as having resigned. A leave of absence may be granted upon request.

3.1.4 Presence through communications equipment. Unless otherwise provided by the law or Articles of Organization, members of the Board of Directors may participate in a meeting of such board by synchronous electronic means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

3.2 Number and Election. The Board of Directors of the Corporation shall be composed of the officers of the Corporation and the Chair of each standing committee of the Corporation, and other persons appointed by the President and approved by the Board of Directors whose services may be needed for special purposes. See 3.1.1 above.

3.3 Term of Office. Each Board Director shall serve their designated term until that director dies, resigns, is removed or becomes disqualified from serving. (See Section 6.2 and following.)

3.4 Regular Board Meetings. Meetings of the Board of Directors may be held at such places and times, including by any synchronous electronic means as the President may determine pursuant to section 3.6 of MaMHCA's bylaws.

3.5 Special or Emergency Meetings. Special meetings of the Board of Directors may be held at any time and at any place when called by the President or by two or more officers pursuant to section 3.6 of MaMHCA's bylaws. Emergency meetings may be exempt from the 2-week notification requirement.

3.6 Notice of Meetings. Notice of the time and place of each meeting of the Board of Directors shall be given to each member by posting the information on the MaMHCA web-site Calendar page, and/or in the quarterly newsletter. Notices for regular Board meetings must be posted a minimum of two weeks before the meeting.

3.7 Quorum. A simple majority of the (current) Board of Directors. A regular Board meeting will be understood to automatically end when the quorum threshold defined above is no longer met.

3.8 Action by Vote. When a quorum is present at any meeting, a majority of the members of the Board of Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-laws.

3.9 Action by Writing. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all (or) a majority of the Executive officers are available to consent to the action in writing, including by electronic means, and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

3.10 Council of Past Presidents. In order to maintain continuity, all Past Presidents are invited to attend Board of Directors meetings and shall serve ex officio. Past presidents may vote at Board meetings, providing they have attended in person or electronically, at least two thirds (2/3) of the meetings of the fiscal year prior to the current meeting.

3.11 Board Members' Code of Behavior. Board members will conduct themselves professionally, responsibly, and respectfully with each other and members at all times. MaMHCA is a harassment free workplace and maintains a professional work environment in which all individuals are treated with respect and dignity. Each individual has the right to work in a professional atmosphere that prohibits discriminatory practices, including sexual harassment and harassment based on that individual's race, color, religion, national origin, sex, age, marital status, personal appearance, sexual orientation, gender identity or expression, family responsibilities, political affiliation, genetic information, disability, status as victim of an intra-family offense, or based on any characteristic, class, or criterion protected under applicable law.

3.11.1 Complaints: If a complaint is made against a Board member, it shall either be made both verbally, followed by a written statement, or initially in writing to the President of the Board or their designee. The President or the Executive Director will convene the Executive Board who will follow the Complaint procedures outlined in the MaMHCA Staff and Board Personnel Policies Manual. The rights of the both the complainant and the board member against whom the complaint is made will be protected.

If a complaint is brought by or against any member of the Executive Board, the next senior officer by ranking order of succession (Section 5.8) will become the presiding officer for the complaint process.

Section 4. COMMITTEES

4.1 Committees.

The president shall appoint the committee Chairs with the approval of the Board, unless otherwise specifically provided for in these By-Laws or by a motion establishing such committees. The committee Chair(s) may appoint committee members. The members of any committee shall serve at the pleasure of the Board of Directors. Unless otherwise designated by the Board of Directors, committees shall conduct their affairs as nearly as may be in the same manner as is provided in these By-laws for the Board. The Chair of each committee shall serve for a period of one year, but may be reappointed on a yearly basis. The Chair of each committee shall submit an annual report on the *committee's activities. The Chair of a committee may be a

staff member. If the staff member is an LMHC, then that individual may serve on the Board as the committee Chair. The President, or a designated surrogate appointed by the president, may appoint a representative to an appropriate national organization.

The standing committees of the Corporation shall be:

4.1.1. Public Policy and Legislation Committee. The committee shall monitor and make recommendations on developments and on bills that are before the Massachusetts legislature, US Congress and other appropriate regulatory bodies, and also advise and inform the Corporation of developments relative to these groups that affect the welfare and working conditions of mental health counselors.

4.1.2. Membership Communications Committee. The committee shall seek ways to increase the membership of the Corporation through the addition of new members and provide guidance for retention of members.

4.1.3. Nominations and Elections Committee. The committee shall be responsible for carrying out nominations and elections procedures in accordance with these By-Laws. This committee shall be chaired by the immediate Past President.

4.1.4. Ethics Committee. The committee shall be composed of the Council of Past Presidents of the Corporation and chaired by the immediate Past President.(or designee). The Ethics Committee shall function as a public relations/education source to keep the membership informed of current developments and methodologies of ethical practice and concerns.

4.1.5 By-Laws Committee. The committee shall be appointed by the President & Board of Directors; Serve as Parliamentarian, maintain working knowledge of MaMHCA By-laws, and review and draft new by-laws when directed by the BOD

4.1.6 Diversity, Equity and Inclusion Committee. The committee shall advise the MaMHCA Board on issues related to diversity, equity and inclusion for MaMHCA and LMHCs.

4.1.7 Scholarship Committee. The committee shall oversee the Haberman-Williams MaMHCA Scholarship Program, review applications for scholarships and select scholarship recipients.

4.2 Special Committees. Special Committees may be authorized by a vote of the Board of Directors.

4.3. Removal: The Board of Directors can remove a Committee Chair by a majority vote at any time.

Section 5. OFFICERS

5.1 Number and Qualification. The officers of the Corporation shall be a President, President-elect, immediate Past President, Secretary and Treasurer. Each officer shall be a Massachusetts LMHC member in good standing and shall have been so for at least one year previous to nomination. Candidates for President & President-Elect will have had at least 6-

months experience serving on the Board (and/or committee) before being nominated for these offices.

5.2 Election. The Nominating Committee of the Board of Directors shall prepare a potential list of nominees for the positions of President-elect, Secretary and Treasurer, and for President, when necessary. This Committee shall take into consideration the individual's qualifications for office, geographical location, the nominee's fields of interest and have the nominee's consent; and make recommendations to the full board.

5.2.1 Nominations. The names for nomination (and their application materials) shall be solicited **electronically via website and e-mail** from the general membership prior to the committee's preparation of a slate and submitted to the committee electronically. The names shall be submitted according to a timeline created by the Board. Nominations may be accepted from the floor at the appropriate Board meeting(s).

5.2.2 Voting: A ballot of candidates will be prepared by the committee & approved by the Board and shall be presented to the general membership electronically two weeks in advance of the election at the Board Meeting held in May, or a date determined by the Board due to unforeseen circumstances. Ballots will be tallied electronically and reviewed by the Executive Director and the Board of Directors by the beginning of the next fiscal year. The results will then be posted and announced in the month immediately following the election.

5.3 Duties: Include but not limited to:

5.3.1 President. The President shall be the presiding Officer of the Corporation and Chair of its Board of Directors. The president shall appoint the Chair of all committees, with the approval of the Board, unless otherwise specifically provided for in these By-Laws or by a motion establishing such committees. The President, or a designated surrogate appointed by the president, may appoint a representative to an appropriate national organization.

5.3.2 President-Elect. The President-Elect shall act as President at all Membership or Board of Directors meetings in the absence of the President and shall succeed to the presidency at the expiration of his/her term as President-Elect, or upon the resignation or removal of the President. The President-Elect shall also Chair the Annual Conference Committee.

5.3.3 Treasurer. The Treasurer shall have oversight of all funds of the Corporation and other properties belonging to the Corporation. The Treasurer shall ensure that accurate records are kept and that all funds of the Corporation are deposited according to the responsibilities of 501c.3 accounting. The Treasurer shall also oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. The Board of Directors shall from time to time prescribe methods and procedures for authorizing the expenditure of and accounting for such funds. A majority of the Board of Directors may authorize the expenditure of funds. In time-restricted situations, the Executive Board may authorize the expenditure of funds.

5.3.4 Secretary. The Secretary shall keep all records of the activities of the Corporation and its Board of Directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation. Such book or books shall also contain the original or attested copies of the Articles of Organization and By-laws and names of all members and officers and the address of each. If the Secretary is absent from any meeting of members or officers, a temporary clerk chosen at the meeting shall exercise the duties of the Secretary at the meeting. Unless the Corporation has a resident agent, the Secretary shall be a Massachusetts resident.

5.3.5 Executive Director. At such time as the Board of Directors deems necessary, an Executive Director may be appointed or hired as the Chief Operating Officer, to oversee the daily activities of the Corporation and to develop administrative staff and procedures. The functions of the Executive Director shall include coordination of communication within and outside of the Corporation, developing relevant corporate/association programs, maintaining permanent records of the Corporation, assisting the Treasurer with all financial records and serving as consultant to the Board of Directors.

5.4 Officer Succession and Ranking: The ranking order of officers shall be: President, Past President, President-Elect, Treasurer, Secretary.

5.5 Special Elections can be called at the discretion of the Executive Board.

Section 6. RESIGNATIONS, REMOVALS AND VACANCIES

6.1 Resignations. Any officer or member of the Board of Directors may resign at any time by delivering a written resignation to the President or to the Secretary or to the Corporation at its principal office. Such resignation shall be effective 30 days after receipt unless specified to be effective at some other time.

6.2 Removals. An officer may be removed with cause (cause can include, but is not limited to, ethical and/or legal violations, violations of code of professional conduct, violations of the by-laws, derelictions of duty, abuse of power) by the vote of 2/3 of those present of the Board of Directors. An officer may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove the officer or as provided in Section 3.11 of these By-laws. Any discussion and/or procedure shall be conducted in Executive Session.

6.3 Vacancies. Any vacancy in the Board of Directors may be filled by the Board of Directors by vote of a majority of Board of Directors then in office. In case of a vacancy in the office of the President, the President-elect shall succeed to the President's unexpired term and continue through the term for which elected. In case of a vacancy in any of the other offices, the Board of Directors shall have the power to fill the vacancy until the next regular election. Each such successor shall hold office for the unexpired term and in the case of the president, treasurer and secretary until a successor is chosen and qualified, or in each case until that individual dies, resigns, is removed or becomes disqualified. The officers shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 7. EXECUTION OF PAPERS

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President, or a President Elect or the Treasurer or the Executive Director.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by the President or a President Elect or the Treasurer, who may be one and the same person, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, By-laws, resolutions or votes of the Corporation.

Section 8. DUES AND OTHER FEES

8.1 The Corporation may assess additional dues provided such assessments are established by the action of the Board of Directors. Dues can be assigned according to categories of membership. Dues can be waived or adjusted at the discretion of the Board.

8.2 The Association can provide a program of benefits and services for members and non-members and charge appropriate market fees.

Section 9. AMENDMENTS TO THESE BY-LAWS

Amendments to the By-laws may be made by a two-thirds (2/3) majority vote of the Board of Directors. Proposals to amend must be submitted in writing to the President and distributed to Board members at least one week prior to the next board meeting.

Notice of adopted amendments to the By-laws shall be published in the newsletter and/or on the webpage of the Corporation with their effective dates.

Section 10. PROPERTY OWNED

All property of the Corporation shall be subject to the control and management of the Board of Directors. Upon dissolution of the Corporation, none of its property shall be distributed to any of the members and all such property shall be transferred to such other organization(s) as the Board of Directors shall determine to have purposes and activities most nearly consonant to those of this Corporation to the extent permitted by the Articles of Organization.

Section 11. FINANCIAL ASSETS Financial assets are held in trust and shall be used for the benefits of the membership, Massachusetts LMHCs, and aspiring-LMHCs, consistent with MaMHCA's Mission Statement.

Upon dissolution of the Corporation, none of its assets shall be distributed to any of the members and all such assets shall be transferred to such other organization(s) as the Board of Directors shall determine to have purposes and activities most nearly consonant to those of this Corporation to the extent permitted by the Articles of Organization.

Section 12. COMPENSATION; PERSONAL LIABILITY

12.1 Compensation. Directors and officers shall be entitled to receive for their services such amount, if any, as the Board of Directors may determine. Directors and officers shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services.

12.2 No Personal Liability. The Directors, officers and members of the Corporation shall not be held personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

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