

**European Branch of the American Counseling Association (EB-ACA)
BY-LAWS**

Article I – Name and Mission

Section 1. NAME. The name of the Association shall be the EUROPEAN BRANCH of the AMERICAN COUNSELING ASSOCIATION; herein after referred to as the Association, or EB-ACA.

- a. EB-ACA will operate within Europe.
- b. EB-ACA's articles of incorporation are from the Commonwealth of Virginia, USA.
- c. EB-ACA often collaborates with U.S. military installations and personnel in Europe, and thus obtains all necessary permissions and instructions. However, EB-ACA is not an instrumentality of the United States armed forces, will be self-sustaining, and may not receive financial assistance from the U.S. armed forces or non-appropriated funds.

Section 2. EB-ACA is organized under the North Atlantic Region as a Branch (Europe) of the American Counseling Association. EB-ACA shall comply with the articles of incorporation and bylaws of the American Counseling Association.

Section 3. Mission. EB-ACA is a unified partnership of diverse counseling professionals promoting the shared purpose of developing a deeper understanding of the counseling profession, oneself, individuals served, and to promote public confidence and trust in the counseling profession.

Section 4. Purpose.

- a. To enhance individual human development.
- b. To advance the disciplines of counseling, psychology, and personnel work.
- c. To stimulate, promote, and conduct programs of education and research in the above fields by:
 - 1) Conducting and fostering educational, professional, and scientific meetings, conferences, and professional development workshops in these fields.
 - 2) Publishing and disseminating information on the above to both the professional community and the general public.
 - 3) Serving as a central clearinghouse for information pertinent to the above fields.
- d. To develop and promote the highest standards of professional conduct among professionals working in the above fields in Europe.
- e. To establish, promote, and maintain improved communications among professionals working in the counseling field in Europe and elsewhere in the world.

Section 5. Guidelines.

- a. This association shall be non-partisan, non-sectarian, and shall not discriminate in policies, procedures, or membership on the basis of age, color,

- national origin, race, religion, gender, mental or physical disability, or sexual orientation.
- b. Activities of EB-ACA will not seek to deprive individuals of their civil rights.
 - c. This association will neither accept invitations from nor participate in any activity or organization that does not support an equal opportunity or non-discrimination policy.
 - d. This organization will neither propagate extremist activities nor advocate violence against others or the violent overthrow of the government.

Article II – Membership

Section 1. Classes of Membership.

- a) Membership with voting rights shall be available only to individuals who are supportive of the EB-ACA mission. Membership shall be individual.
- b) There shall be two classes of voting membership: Professional and Regular
 - a. Professional members shall hold a master's degree or higher in counseling or a closely related field from a college or university that was accredited when the degree was awarded by one of the regional accrediting bodies recognized by the Council for Higher Education Accreditation. Professional members must present proof of academic credentials upon request. European members must present with degrees from comparable accredited international universities.
 - b. Regular members shall include persons whose interests and activities are consistent with those of the Association, but who are not qualified for Professional membership.
- c) There shall be two classes of non-voting membership: Retired and Student.
 - 1) Retired professional members shall include persons who were members of the Association in good standing at the time of retirement. Retired members may not receive payment for any counseling or counselor education-related work activities.
 - 2) Student members include any person who is actively pursuing a degree in counseling or a closely related field which can be documented by at least six (6) hours of course enrollment. When applying for membership, student members require a professor's signature on the application form or proof of enrollment to verify their status as graduate students and receive discounted dues.
- d) Members must abide by the *ACA Code of Ethics*. Membership in ACA is encouraged.
- e) The Board of Governors of EB-ACA may create additional non-voting membership classes.

Section 2. Dues.

- a) Annual dues for members shall be established by the action of the Board of Governors (BOG) and reviewed at each general membership meeting.
- b) The Board of Governors may authorize reduced dues or dues waivers for special categories of members in accordance with policies and procedures established by the Board of Governors.

- c) No other charges or assessments are levied against members for membership privileges.

Section 3. Severance of Membership.

- a) A member may be dropped from membership for any conduct that tends to injure the EB-ACA or affect adversely its reputation, or that is contrary to or destructive of its mission according the EB-ACA By-Laws and the *ACA Code of Ethics*. A motion to revoke a member will be made in writing to the Board of Governors. The member will be afforded the opportunity to respond in writing to the Board of Governors before the revocation vote is taken. A majority vote of Board of Governors members present is required for revocation of membership.
- b) A member shall be dropped from membership for the nonpayment of dues. Members shall be dropped from membership and mailing lists if dues are not paid within sixty (60) days following the expiration date of current membership.

Article III – Meetings and Actions of the Membership

Section 1. Notice of Membership Meetings and Actions.

- a) Membership will meet once a year in conjunction with the annual conference. The annual membership meeting shall be for the purpose of:
 - 1) Conducting such business as is required.
 - 2) Receiving reports from officers and committee chairs.
 - 3) Formally introducing the newly elected officers and Board of Governors.
 - 4) Receiving and acting upon any resolutions in accordance with these Bylaws.
- b) General membership of the Association shall be notified electronically at least ten days prior to the date of the meeting.
- c) These meetings shall be concerned with the business of the Association and consideration of professional matters of concern.

Section 2. Manner of Acting and Decision-Making.

- a) Members present at an annual membership meeting of the Association shall constitute a quorum.
- b) A majority of the votes cast on a matter where a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these Bylaws.
- c) Elections of officers and BOG members may be conducted electronically.

Article IV – Business Affairs of the Association

Section 1. Severable or Transferable Interest. No member shall have any severable or transferable interest in the property of the Association.

Section 2. Control and Management. All assets of the Association shall be subject to the control and management of the EB-ACA Board of Governors. Any accumulation or disposal of real property, except upon dissolution of the Association, must be approved in advance by the Board of Governors.

Section 3. Disposal Upon Dissolution. On dissolution or final liquidation, the Board of Governors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Association, ask the American Counseling Association to hold all remaining assets in trust and disbursed to a duly elected group in the future who act to restart a European Branch of the American Counseling Association in the future. If ACA is unable to hold the money in trust, then all the assets of the Association should be distributed to:

- 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 an organization exempt from federal income taxation under section 501(a) of the Internal Revenue 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 purposes 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 an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

Section 4. Appropriation of Association Funds.

- a) No appropriation of Association funds shall be made except pursuant to the authority of the Board of Governors.
- b) The Board of Governors shall adopt an annual budget.
- c) The Treasurer shall be bonded.

Section 5. Association Year. The fiscal year and the governance year of the Association shall be July 1 – June 30.

Section 6. Reports. Members of the Board of Governors shall be sent quarterly income and expense reports from the Treasurer showing the financial state of the Association. Members of the Board of Governors shall also be sent the auditors' report each year. A signed copy of the BOG and general membership meeting minutes along with an approved financial statement will be sent to the American Counseling Association or other authority when required.

Section 7. Limitations on Activities. EB-ACA is organized and shall be 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. No part of the net earnings of EB-ACA shall inure to the benefit of or be distributable to the members of its Board of Governors, officers, members of its committees, other private individuals, or entities organized and operated for a profit, except that EB-ACA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as herein above stated. No activities of EB-ACA shall be the carrying on of propaganda or otherwise attempting to influence legislation, and EB-ACA shall be empowered to make the election authorized under section 501(h) of the Internal Revenue Code. EB-ACA shall not

participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision herein, EB-ACA shall not carry on any activities not permitted to be carried on:

- a) by an organization exempt from federal income tax 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 sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code.

Section 8. 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. The association will comply with all Federal, State, local and Host Nation tax laws and codes. Before considering any type of resale activity, the association will seek legal advice.

Section 9. Activities.

- a. EB-ACA does not participate in charitable activities nor raise money in any manner other than annual dues or payment for educational services provided to the membership and counseling professionals or students. Sponsorships of educational activities are permitted. The EB-ACA sponsors no major fund-raising events.
- b. EB-ACA hosts an annual fall conference and general membership meeting. The conference provides educational, professional, or scientific presentations and professional development workshops.
- c. EB-ACA seeks to annually provide a professional learning institute (LI) on topics of interest to the membership and specific groups within the Association for professional development.
- d. The purpose of the general membership meeting at the fall conference is to render annual reports by president, treasurer, and committees, announce newly elected officers for the next year, and conduct business of importance to EB-ACA.

Article V – Officers of the Association

Section 1. Officers and Terms of Office.

- a) The elected officers of the Association shall be the President, the President-Elect, the immediate Past President, Secretary, and the Treasurer. These officers constitute the Executive Board. Officers of the Association are required to be members of the American Counseling Association.
- b) All elected officers of the Association, except the Treasurer and Secretary, shall be elected at large from among the professional members of the Association and shall serve one-year terms and their successors are elected. The Treasurer and Secretary shall be elected at large from among the professional members of the Association and shall serve a two-year term and his/her successor is elected and shall be an ACA member in good standing.

- c) The Board of Governors is comprised of the Executive Board and four additional at-large members elected for staggered two-year terms who must be members of the American Counseling Association. The term of office shall begin on July 1 following the election, unless the election was held to replace a vacant position.

Section 2. Duties of Officers.

- a) The President shall preside at all general meetings of the Association; act as chairperson of the Board of Governors and Executive Board, be the Association's voting delegate at governance meetings of organizations to which the Association is affiliated unless otherwise specified, appoint all members of committees unless the method of selection is otherwise specified, hold *ex-officio* membership without vote on all committees except the Nominations Committee, and assume other duties assigned to a president. The President shall perform the duties customary to that office and such additional duties as directed by the Board of Governors. The President will submit an annual written report of the Association's activities to the President of the ACA in accordance with ACA bylaws at least thirty (30) days prior to the annual ACA conference.
- b) The President-Elect shall act in the absence or incapacity of the President at all Association, Board of Governors, and Executive Committee meetings; develop the Association's programs for the year based on the needs and concerns of the members; and coordinate all convention activities. Should the office of the President become vacant, the President-elect shall assume the Presidency and all the responsibilities of that office, and such additional duties as directed by the Board of Governors. If the President-Elect becomes incapacitated, the term is to be completed by the candidate with the next highest vote on the same slate of candidates. Should no previous candidate be available or willing to assume the President-elect position, a special election for President-elect will be held.
- c) The immediate Past President shall chair the Nominations Committee. The immediate Past President shall assume such additional duties as directed by the President or Board of Governors.
- d) The Treasurer shall represent the Association in assuring the receipt and expenditure of funds in accordance with the directives established by the Board of Governors, perform the duties customary to that office, and perform additional duties as may be directed by the Board of Governors. The Treasurer will submit an annual written financial report outlining the previous year's expenditures at the general membership meeting of the annual conference and submit a proposed budget for the coming year that can be presented to the Board of Governors by April 30 of each year. The Treasurer will submit updated reports for each meeting of the Board of Governors, and arrange for an annual audit of association funds. The treasurer shall prepare a final conference income/expense report within ninety (90) days following the close of the annual conference for the BOG. The Treasurer will prepare and submit all financial reports and audit results to ACA, as required. The Treasurer will chair the Association Finance Committee and serve as *ex-officio* member of any regular or special committee dealing with funds. A vacancy in the office of Treasurer shall be filled by a special election from the general membership.

- e) The Secretary shall record and maintain minutes of all meetings of the Association, the BOG, and the Executive Committee; maintain the correspondence of the Association at the direction of the President, the Executive Committee and the BOG; and issue notices of special and regular meetings of the Association and the BOG. A vacancy in the office of Secretary shall be filled by a special election from the general membership.
- f) Each officer shall prepare an annual report to be presented at the general membership meeting. These reports shall be prepared in accordance with policies adopted by the BOG. All officers shall turn all association materials over to their successors at the close of the Association year.

Section 3. Nominations and Election of Officers.

- a) The Immediate Past President shall chair a Nomination Committee of at least three members. The committee shall plan, conduct, tabulate, and announce the results of the elections. The Nomination Committee will determine that nominees meet the qualifications for office and will formally advise the President thereof.
- b) General elections will be held once a year to elect the offices of President-Elect and two (2) BOG positions. An election for Treasurer will be held every two years. Nominations of candidates for the elective offices of the Association shall be by self-nomination to the Immediate Past President by November 15. The Nomination Committee shall strive to insure nomination of two candidates for each office.
- c) The Nomination Committee shall publish names and platform statements of candidates when the ballots are made available.
- d) Voting shall be by secret ballot and all elections will be conducted electronically through a method approved by the BOG beginning on January 2. Voting will be closed on February 1. Election shall be by plurality vote. Winners will be announced shortly after February 1 by the Immediate Past President to the general membership.
- e) Special elections will be held at the discretion of the BOG.
- f) No provisions are made for proxy voting.

Section 4. Compensation and Expenses of Officers. Elected officers of the Association shall carry out their prescribed duties as outlined and receive no compensation for services. Necessary expenses (e.g., travel, office supplies) of the elected officers may be paid from funds of the Association under provisions established by the Board of Governors.

Section 5. Removal of Officers. Any elected officer may be removed from office, with or without cause, upon a vote of a majority of the Board of Governors, whenever in the judgment of the Board of Governors the best interest of the Association would be served. Prior to such action, all Board of Governors members must have at least ten days' notice of the proposed removal and the officer at issue must be given an opportunity to address the Board of Governors prior to the removal vote.

ARTICLE VI – The Board of Governors of the Association

Section 1. Composition. A Board of Governors of the Association shall serve as a governing board for the formulation and recommendation of policies to the Association and shall carry on such business as specified in these by-laws. The Board of Governors of the Association shall be composed of the elected officers, and four (4) at-large members elected from the general membership. All members of the BOG must be members of the American Counseling Association.

- a) The four (4) at-large members of the BOG shall be elected by the general membership for staggered terms in conjunction with the regular elections.
- b) Conditions of service:
 - 1) BOG members who miss three consecutive board meetings may be removed from the BOG and replaced by special election.
 - 2) BOG members may be removed from the Board for non-fulfillment of duties or unethical behavior as defined by the *ACA Code of Ethics*.
 - 3) A BOG member may be removed by a two-thirds majority vote of the BOG after a full review and discussion of charges or conduct.
 - 4) BOG members must have the ability to communicate/conduct business for the BOG, which includes having an active email address and Internet capability.
 - 5) Members of the BOG who depart for permanent change of station or other personal reasons will be replaced by election from the general membership.
 - 6) EB-ACA shall not form divisions or regions. If, in the future, branch divisions are formed, one elected representative from each division will serve as a member of the Board of Governors.

Section 2. Powers and Functions of the Board of Governors of the Association. The Board of Governors of the Association shall:

- a) Have general supervision of the Association.
- b) Establish policies and procedures to govern the affairs of the association in accordance with these bylaws and the bylaws, policies and procedures of ACA.
- c) Act on the reports of Standing Committees and Special Committees.
- d) Approve proposed bylaw amendments and propose such amendments to the general membership meeting at the annual conference in accordance with these bylaws.
- e) Exercise such other powers and functions as may be necessary or desirable in the best interests of the Association, not in conflict with these by-laws.
- f) Implement the program of the Association under the direction of the President and President-Elect.
- g) Advise the President on all appointments and give approval as appropriate.
- h) Establish the strategic plan of the Association.
- i) Establish broad, long-term professional directions for the Association.

Section 3. Meetings of the Board of Governors.

- a) The Board of Governors will meet electronically at least twice annually, and as often as necessary, to handle routine and defined business of the Association.

- b) Routine meetings of the Board of Governors shall be called by the President or by no less than one-third of the voting members of the BOG. Each member of the BOG shall be notified of the meeting at least ten days in advance.
- c) The President of the Association shall preside at meetings of the Board of Governors. In the President's absence, the President-Elect shall preside.
- d) A majority of the voting members of the Board of Governors shall constitute a quorum.
- e) When requested by the Board, each officer, Standing Committee, and Special Committee shall make a written report to the EB-ACA President who shall distribute the report to the Board of Governors.
- f) There will be no advisers or honorary officers to the Board of Governors.
- g) Special guests contributing specialized expertise or information may be invited to attend a BOG or Executive Committee meeting.

Section 4. EB-ACA Executive Committee.

- a) The EB-ACA Executive Committee shall consist of the President, President-Elect, Immediate Past President, Treasurer, and Secretary.
- b) The Executive Committee shall act on behalf of the Board of Governors in between BOG meetings within the limits established by these by-laws. The Executive Committee shall function primarily to address those issues which are necessary for the efficient operation of EB-ACA where the time requirements necessitate immediate action. All actions and activities of the Executive Committee shall be communicated to the Board of Governors through minutes which are distributed within ten working days of an Executive Committee meeting. The actions taken by the Executive Committee must be submitted for ratification by the EB-ACA Board of Governors at the next Board of Governors meeting. Any subsequent decision by the Board of Governors that is contrary to an action taken by the Executive Committee shall (to the extent permitted by law) be given only prospective effect.
- c) The Executive Committee shall meet as needed in addition to the EB-ACA Board of Governors meetings.

Section 5. Manner of Acting and Decision-Making.

- a) A majority of votes cast on a matter where a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these by-laws.
- b) Any one or more members of the Board of Governors or a committee may participate in a meeting of the BOG, committee, or general membership by means of conference telephone or other telecommunications device or arrangement that allows all persons participating in the meeting to hear and speak to each other and to be able to have their views heard. Such participation in a meeting shall be deemed presence in person at such meeting.

Section 6. Removal of Board of Governors Members. Any elected Board of Governors member may be removed from office, with or without cause, upon a two-thirds majority vote of the Board of Governors then in office, whenever in the Board of Governors'

judgment the best interest of the Association would be served. All Board of Governors members must have at least ten days' notice of the proposed removal and the Board of Governors member at issue must be granted an opportunity to address the Board of Governors members in person or electronically prior to the removal vote.

Article VII – Publications

Section 1. Publications Policy. The Board of Governors shall determine and direct the basic publications policy and program of the Association, and shall have the authority to appoint the persons serving as editors of the publications and other media of the Association.

Article VIII - Committees

Section 1. Standing Committees and Special Committees. The standing committees and special committees of EB-ACA shall be those committees recommended to and approved by the Board of Governors. Special Committees must be approved annually by the Board of Governors for a specific time limit, an assigned task, or temporary purpose. Committee members and chairpersons shall be appointed by the President to serve during the President's term of office, subject to approval by the BOG.

Article IX – Indemnification

Section 1. Provision. EB-ACA shall indemnify each member of its Board of Governors, as described in Article VI, and each of its officers, as described in Article V, and each member of its committees, as described in Article VIII for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these by-laws, in a manner and to the extent permitted by applicable law. The Association will procure commercial insurance coverage to protect the association and its officers and agents for acts and omissions of the Association or against other possible claims. The Association will procure adequate insurance as protection against liability, claims, property damage claims, or other legal actions arising from activities, one or more members acting on its behalf, or the operation of any equipment, apparatus, or device under the control and responsibility of the Association.

Section 2. Implementation. EB-ACA shall indemnify each of its Board of Governors members and officers and committee members, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceedings, or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a Board of Governors member, officer, or committee member 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 hereinafter provided that he or she acted in good faith or for the purpose which he or she reasonably believed to be in the best interests of EB-ACA 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. This indemnification shall be made only if EB-ACA shall be advised by its Board of Governors acting (1) by quorum consisting of Board of Governors members who are not

parties to such action or proceedings upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that, the Board of Governors member or officer or committee member has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Governors, it may rely, as to all questions of law, on the advice of independent legal counsel.

Section 3. Inclusion. Every reference herein to a member of the Board of Governors or officer or committee member of EB-ACA shall include every Board of Governors member and officer and committee member thereof or former Board of Governors member and officer and committee member 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 Board of Governors member or officer or committee member of EB-ACA might otherwise be entitled and the provisions hereby shall neither impair nor adversely affect such rights.

Article X – Nondiscrimination

Section 1. There shall be no discrimination against any individual on the basis of age, culture, disability, ethnicity, race, religion/spirituality, creed, gender, gender identity and expression, sexual orientation, marital/partnership status, language preference, socioeconomic status, or any other characteristics not specifically relevant to job performance. EB-ACA opposes discrimination and is committed to the celebration of diversity.

Article XI – By-Laws and Articles of Incorporation

Section 1. Amendments to By-Laws.

- a) Except as provided in Section 2 below, amendments to these by-laws may be acted upon at the general membership meeting of the Association if presented in writing to all members of the Association at least thirty days before the meeting at which the proposed change is to be considered. Such an amendment may be adopted by a two-thirds vote of the members present. Any amendments to such proposed amendments or any amendment not presented in writing to all members of the Association thirty days in advance of the meeting may be adopted by at least a four-fifths vote of the members present.
- b) If, in the judgment of the Board of Governors, action upon a proposed amendment is desired before the next meeting, it may be taken through a mail or electronic ballot and presentation of the amendment in writing to all members of the Association. If two-thirds of the members returning ballots within the succeeding thirty days vote affirmatively, the amendment shall be adopted.
- c) These by-laws shall take effect immediately following adoption and shall supersede any previous by-laws and all provisions and amendments thereof.
- d) The amended by-laws, with amended sections noted, should be sent to the Chair of the ACA By-Laws and Policies Committee for review.

Section 2. Policies and Procedures. Proposed amendments to the articles of incorporation or the bylaws of EB-ACA shall be reported in writing to the ACA President no later than 14 weeks prior to the Governing Council meeting at which the change may be considered. The ACA President shall transmit the written proposed amendments to the ACA Bylaws and Policies Committee which will transmit to the Governing Council such proposed amendments with or without a recommendation regarding each proposed change at least six weeks before the next regularly scheduled meeting of the Governing Council. Any such proposed amendment cannot take effect until approved by the ACA Governing Council.

Section 3. Amendments to Articles of Incorporation.

- a) The EB-ACA articles of incorporation may be amended by having a majority of the Board of Governors present at a meeting where there is a quorum to adopt a resolution setting forth the proposed amendment and direct that the amendment be submitted to a vote at a meeting of the members.
- b) An electronic or printed notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each member entitled to vote at such meeting within ten (10) days of such meeting. If the meeting is an annual general membership meeting, the proposed amendment or such summary shall be included in the notice of the annual meeting. To be adopted, the amendment must be approved by two-thirds of the votes entitled to be cast by those voting members present at an annual or special meeting of the general membership, including by the procedures set forth herein under Article III, Section 2.
- c) Upon the issuance of the certificate of amendment by the appropriate national official, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly.

Article XII – Rules of Order

Section 1. Parliamentary Authority. The current edition of *Robert's Rules of Order* shall govern the proceedings of all bodies of the Association except where otherwise specified in these bylaws.

Section 2. Parliamentarian. A Parliamentarian, appointed by the President, may without vote, advise the President and the Board of Governors regarding parliamentary law and parliamentary procedure.

Approved by the EB-ACA membership September XX, 2019