

INTERNATIONAL ASSOCIATION FOR RESILIENCE AND TRAUMA COUNSELING

BOARD OF TRUSTEES

FIRST AND ORGANIZATION MEETING

APPROVED JANUARY 11, 2023

The members of the Board of Trustees named in the Articles of Incorporation of International Association for Resilience and Trauma Counseling, a Virginia nonstock corporation (the "Corporation"), pursuant to the provisions of Section 13.1-865 of the Virginia Nonstock Corporation Act, adopted the following resolutions at the First and Organization Meeting of the Board of Trustees of the Corporation on January 11, 2023:

WHEREAS, the Corporation was duly organized and formed by filing its Articles of Incorporation with the State Corporation Commission of Virginia and paying all the necessary filing fees; and

WHEREAS, the Trustees of the Corporation now desire to enact resolutions creating an organizational structure for the conduct of the Corporation's affairs.

NOW, THEREFORE, IT IS:

RESOLUTION 1: That the Board of Trustees hereby acknowledges the acceptance of its Articles of Incorporation by the Virginia State Corporation Commission on January 5, 2023, a copy of which is attached hereto.

RESOLUTION 2: That the Bylaws attached hereto are hereby adopted for and as the Bylaws of the Corporation.

RESOLUTION 3: That the following persons are hereby elected to serve as trustees of the Corporation for the terms set forth below and until their successors are duly elected and qualify:

Dr. Peggy Mayfield	Through June 30, 2024
Dr. Lisa López Levers	Through June 30, 2025
Dr. Carol Smith	Through June 30, 2023
Dr. Debra Ainbinder	Through June 30, 2025
Dr. Melinda Paige	Through June 30, 2024

Dr. Joshua Kreimeyer	Through June 30, 2025
Dr. Jane Webber	Through June 30, 2023
Lisa Vinson	Through June 30, 2025
Dr. Daya Singh Sandhu	Through June 30, 2026
Dr. Janina Fisher	Through June 30, 2024
Dr. Mike Dubi	Through June 30, 2024
Dr. Martin Jencius	Through June 30, 2026
Dr. Latoya Haynes-Thoby	Through June 30, 2023
Misty Hatch	Through June 30, 2025
Jordan Grassé	Through June 30, 2023
Christine Banks-Van Allen	Through June 30, 2023

RESOLUTION 4: That the following persons are hereby elected to serve as officers of the Corporation, in the offices designated opposite their respective names, at the pleasure of the Board of Trustees and until their successors are duly elected and qualify:

President:	Dr. Peggy Mayfield
President-Elect:	Dr. Lisa López Levers
Past-President:	Dr. Carol Smith
Secretary:	Dr. Melinda Paige
Treasurer:	Dr. Debra Ainbinder
Parliamentarian:	Dr. Jane Webber
Governing Council Representative:	Dr. Joshua Kreimeyer
Master's Student Representative:	Jordan Grassé
Doctoral Student Representative:	Christine Banks-Van Allen

RESOLUTION 5: That the fiscal year end of the Corporation is hereby established as June 30.

RESOLUTION 6: That the officers of the Corporation are hereby authorized and directed to: (i) take such steps as are necessary to request recognition from the Internal Revenue Service of the Corporation's status as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, under the group exemption offered by the American Counseling Association.

RESOLUTION 7: That the actions heretofore taken by the incorporator and such other persons who have acted to cause the formation of the Corporation, including, without limitation, such actions as have been taken to acquire or lease real or personal property for use by the Corporation, are hereby ratified and affirmed and the proper officers of the Corporation are hereby authorized and directed to enter into such agreements or contracts of novation as may be required to evidence the sole responsibility of the Corporation for such leases or

other agreements and to indemnify each of such persons to the extent such agreements or contracts of novation are impractical to obtain or are not obtained.

RESOLUTION 8: That the proper officers of the Corporation are hereby authorized and directed to establish bank accounts with such banks as they believe necessary and convenient for the proper conduct of the affairs of the Corporation, and to place such limitations on access to such accounts as they deem appropriate.

RESOLUTION 9: That the proper officers of the Corporation are hereby authorized and directed to pay all reasonable fees and expenses incident to and necessary for the formation and organization of the Corporation, including, without limitation, all legal and accounting fees and the costs of procuring proper corporate books.

RESOLUTION 10: That the Corporation is hereby authorized to accept from International Association for Resilience and Trauma Counseling, an unincorporated, non-profit association operating in the Commonwealth of Virginia (the "Association"), the transfer of all of the Association's assets and accounts and to execute, acknowledge and file any and all documents and instruments, and take all other actions necessary, appropriate or advisable, in order to effect and complete such transfer to the Corporation.

RESOLUTION 11: That the Secretary of the Corporation is hereby authorized and directed to cause to be prepared a corporate minute book for the Corporation, in which shall be inserted true copies of the Corporation's Articles and Bylaws and each resolution adopted by the Board of Trustees of the Corporation.

RESOLUTION 12: That the Conflict of Interest Policy attached hereto is adopted.

**International Association for Resilience and Trauma Counseling
Board of Directors Meeting Further Minutes of the First Organizational Meeting
Wednesday, January 11, 2023, from 6:30 - 8:00 pm CENTRAL**

Join Zoom Meeting:

<https://us02web.zoom.us/j/82529414467?pwd=QWJJaNzklc0pBL0Rkak84dDRsd0FDQT09>

- I. Call to Order—Peggy Mayfield
Establish Quorum—Melinda Page—Established.

Present: Peggy Mayfield, Jane Webber, Carol Smith, Debra

Ainbinder, Lisa Lopez-Levers, Melinda Paige, Marty Jencius, Daya Singh-Sandhu,
Christine Banks-Van Allen, Jordan Grassi

- II. Approval of Agenda by Motion-- Motion to approve, Daya Singh-Sandhu, unanimously approved
- III. Approval of October, 2022 Board Meeting Minutes—Peggy Mayfield— Accepted: Motion to approve, Marty Jencius 1st, Christine Banks-Van Allen, 2nd
- IV. Treasurer's Report - Debra Ainbinder-- We have 1,338 members and \$2,788.05 collected in dues with \$9,662.40 due in expenses. We currently have a deficit of \$6,834.35 and a cash infusion due from ACA of \$16,784.23 based on expected IARTC membership and renewals.
- V. Governing Council Report—Joshua Kreimeyer—Reported by Peggy Mayfield-- A quick synopsis of GC updates for meeting tonight:
Overall we dwindled down prior to holidays and had a final meeting of 22 in OCT. My interpretation is that we have finished a season of transition and assessment with new leadership, and are looking to reset a few things starting in the new year. Much of our work has been in orienting new leadership, having them observe current operations and processes, towards making some minor adjustments TBD. Of course another of the biggest topics has been the expansion of MEDICARE to be more inclusive of Counselors! We have also been focusing much attention on preparations for the ACA conference. Not much else to report. Please keep me in the loop on anything I might be able to bring back GC direction!
- VI. President's Report - Peggy Mayfield
- VII. ACA Toronto— Thursday, March 30th-Eastern Time Zone-Board Meeting @ 9:00 am - Noon;
Membership Meeting @ 1:00 pm - 2:00 pm
 - a. Bylaws Review completed by Bylaws Committee—See attached—Approved unanimously. Motion to accept Bylaws on behalf of IARTC, Daya Singh-Sandhu 1st; Debra Ainbinder 2nd
 - b. Articles of Incorporation, Conflict of Interest Policy, Bylaws, and the First and Organization Meeting Minutes—See attached—Approved unanimously-- Motion to accept Articles of Incorporation, Lisa Lopez-Levers 1st; Marty Jencius, 2nd
 - c. Conflict of Interest Policy—See attached—Approved unanimously-- Motion to approve the Conflict of Interest Policy, Carol Smith 1st; Christine Banks-Van Allen 2nd
- VIII. Newsletter Report - Will be published in January, 2023, Call for Submission, October, 2022
- IX. Journal Report—see attached
- X. Committee Reports (received reports are attached)
 - a. Advocacy - Thomas Murphy/Charlie Myers
 - b. Awards- Stephan Berry/Michelle Santiago

- c. Branch - Yun suh Moh
 - d. Budget and Finance - Marcia McCall
 - e. Bylaws - Sandra Kakacek
 - f. Communications, Media, and PR Committee - Matt Walsh
 - g. Conference - Lisa Lopez Levers
 - h. Diversity, Equity, Inclusion, and Social Justice - Daya Singh Sandhu
 - i. Graduate Student - Sara Ellison
 - j. Membership - Lili Burciaga
 - k. Nominations and Elections - Carol Smith/ Lisa Lopez Levers
 - l. Professional Development—Denisa Millette/Kelly Gentry
 - m. Undergraduate Student (under the Graduate Student Committee for now)
- XI. **New Business—Would Student Representatives wish to submit reports on a quarterly basis? Should we provide formal leadership training to them? What else? Approve unanimously to have student representatives submit quarterly reports.**
- XII. **Next Meetings - Wednesday, 6:30 - 8:00 pm CENTRAL Time, by Zoom**
- a. **January 11, 2023 Wednesday, 6:30 - 8:00 pm CENTRAL**
 - b. **Thursday, March 30, 2023 @ ACA, Toronto Board Meeting, 9:00 am - Noon; Membership Meeting, 1:00 pm - 2:00 pm Eastern**
 - c. **July, 2023-TBD**
- XIII. Adjournment by Motion—Carol Smith
- July, 2022 APPROVED IARTC Mission**

Mission: To enhance the quality of life for people and communities worldwide by promoting the development of professional counselors; by advancing the ideals of the American Counseling Association, the counseling profession, and the ethical practice of counseling through trauma-informed practices; and, by nurturing respect for human dignity, cultural inclusivity, and resilience.

INTERNATIONAL ASSOCIATION FOR RESILIENCE AND TRAUMA COUNSELING

EXHIBIT TO

BOARD OF TRUSTEES

FIRST AND ORGANIZATION MEETING

Articles of Incorporation

ARTICLES OF INCORPORATION

INTERNATIONAL ASSOCIATION FOR RESILIENCE AND TRAUMA COUNSELING

FIRST: The undersigned, being at least 18 years of age, acting as incorporator, does hereby form a corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is: International Association for Resilience and Trauma Counseling.

THIRD: The Corporation is formed exclusively to further and promote charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"), including to:

- (1) promote greater awareness and understanding of traumatic stress and contribute to the knowledge base of resilience and trauma studies;
- (2) ensure ethical, culturally inclusive resilience and trauma-informed practices that protect those using counseling services;
- (3) advance appropriate assessment, prevention, and intervention strategies for counseling in response to traumatic experiences in ways that promote positive development, resilience, and wellness of people across the lifespan;
- (4) disseminate educational and professional materials with the purpose of raising the standards of practice in trauma and resilience counseling, education, supervision, and mental health care across the world;
- (5) promote the recognition of resilience and traumatology as a specialization requiring focused training and supervision in the counseling profession and related helping fields;
- (6) perform any activities which are permitted to be performed by corporations that are: (i) formed under the Virginia Nonstock Corporation Act; and (ii) exempt from federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code (such organizations are referred to herein as "Section 501(c)(3) Organizations"), including the making of distributions to other Section 501(c)(3) Organizations and states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable or educational purposes, as those terms are defined in Section 501 (c)(3) of the Code.

FOURTH: The Corporation shall have members and the rights of the members shall be further detailed in the Corporation's Bylaws.

FIFTH: The initial registered office is located at 4011 Ellicott Street, Alexandria, Virginia 22304 and the initial registered agent is Barbara Sattler Anderson, who is a resident of Virginia and a member of the Virginia State Bar, and whose business address is the same as the address of the initial registered office,

SIXTH: The Corporation is not authorized to issue capital stock.

SEVENTH: The affairs of the Corporation shall be managed by a Board of Directors. Directors of the Corporation, other than the initial Directors, shall be elected by the members of the Corporation. The manner of election, number and duties of the Directors constituting the Board of Directors shall be designated by the Corporation's Bylaws; provided, however, that the number of directors shall never be less than the minimum permitted by the Virginia Nonstock Corporation Act now or hereafter in force. The names of the directors who will serve until the first annual meeting and until their successors are duly elected and qualify are as follows:

Name	Address
Dr. Peggy Mayfield	2155 West Center Street Decatur, IL 62526-3318
Dr. Lisa Lopez Levers	8200 Westmoreland Avenue Pittsburgh, PA 15218-1725
Dr. Carol Smith	College of Education and Professional Development 100 Angus E. Peyton Drive, GC-216 South Charleston, WV 25303
Dr. Melinda Paige	4010 Summerwood Drive Cumming, GA 30041
Dr. Jane Webber	2 Mullens Lane; Bernardsville, NJ 07824
Dr. Debra Ainbinder	Lynn University 3601 N. Military Trail Boca Raton, FL 33431
Dr. Joshua Kreimeyer	3529 Mykonos Drive Castle Rock, CO 80109
Dr. Mike Dubi	4510 Whisperwood Sarasota, FL 34235
Dr. Janina Fisher	5665 College Ave., Suite 220 C Oakland, CA 94618
Dr. Martin Jencius	Kent State University 623 W. Grant Street Kent, OH
Dr. Daya Singh Sandhu	Goodwin Building 233 210 Lindsey Wilson Street Lindsey Wilson College Columbia, KY 42728

Lisa D. Vinson	350 East Madison, Apt 223 Springfield, IL 62701
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Misty Hatch	17385 Hayes Street Lowell, IN 46356
Dr Latoya Haynes-Thoby	2-104 Norman Hall P.O. Box 117049 School of Human Development and Organizational Studies in Education University of Florida Gainesville, FL 32611

EIGHTH: The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. Notwithstanding the foregoing, earnings of the Corporation may be distributed to any other corporation, provided, however, that the funds or property so distributed shall be applied to such purposes as would be permissible if the Corporation itself applied such funds or property to such purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not take any action not permitted to be taken, or engage in any activities not permitted to be engaged in, by a Section 501(c)(3) Organization.

NINTH: Upon liquidation, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to: (i) one or more organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as Section 501(c)(3) Organizations; or (ii) any state, territory or possession of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable, scientific or educational purposes, as those terms are defined in Section 501(c)(3) of the Code. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence.

TENTH: The Corporation shall indemnify its Directors and officers to the full extent permitted by the Virginia Nonstock Corporation Act now or hereafter in force, and may advance related expenses, upon a determination by the Board of Directors or independent legal counsel (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; and, upon authorization by the Board of Directors, may indemnify other employees or agents to the same extent.

ELEVENTH: To the fullest extent permitted by Virginia statutory or decisional law, as

amended or interpreted, no Director or officer of the Corporation shall be personally liable to the Corporation or its members for money damages. No amendment of these Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and officers under this provision with respect to any act or omission that occurred prior to such amendment or repeal.

twelfth: The duration of the Corporation shall be perpetual.

THIRTEENTH: These Articles may be amended under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, except that no amendment may authorize the Corporation's directors to conduct the Corporation's affairs in any manner or for any purpose contrary to the provisions of Internal Revenue Code section 501(c)(3).

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 15TH of November, 2022, and acknowledge the same to be my act and deed.


Peggy Mayfield, Founder, Incorporator

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INTERNATIONAL ASSOCIATION FOR RESILIENCE AND TRAUMA COUNSELING

EXHIBIT TO

BOARD OF TRUSTEES

FIRST AND ORGANIZATION MEETING

Bylaws

BYLAWS

of the

**INTERNATIONAL ASSOCIATION FOR RESILIENCE AND TRAUMA COUNSELING
A Division of the American Counseling Association**

ARTICLE I

NAME, AFFILIATION, AND MISSION

Mission: To enhance the quality of life for people and communities worldwide by promoting the development of professional counselors; by advancing the ideals of the American Counseling Association, the counseling profession, and the ethical practice of counseling through trauma-informed practices; and, by nurturing respect for human dignity, cultural inclusivity, and resilience.

SECTION 1. NAME.

The name of the Association shall be the International Association for Resilience and Trauma Counseling, hereafter referred to as IARTC.

SECTION 2. AFFILIATION.

IARTC is a Division of the American Counseling Association, hereinafter referred to as ACA, and shall be subject to those provisions of its bylaws that apply to Divisions.

IARTC is organized and operated exclusively for charitable and educational purposes within the meaning of section 501 (c)(3) of the U.S. Internal Revenue Code of 1986, as amended from time to time. The specific purpose of IARTC shall be those set forth in its Articles of Incorporation.

ARTICLE II

MEMBERSHIP

SECTION I. TYPES OF MEMBERSHIP

- a) To be eligible for membership, a person must support IARTC's mission and be a member in good standing of ACA.
- b) There shall be six types of voting membership: Professional, Regular, Student, New Professional, New Professional Year 2, and Retired.
- c) All officers, board members, and Governing Council Representatives of IARTC also must also be members in good standing of ACA.
- d) Professional members shall hold the equivalent of 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 U.S. Council for Higher Education Accreditation or associated accrediting body.

Professional members must present proof of academic credentials upon request and should be members in good standing of ACA.

- e) Regular members shall include persons whose interests and activities are consistent with those of IARTC, but who are not qualified for Professional membership.
- f) Student members shall include persons who are enrolled at least part-time in a regionally accredited college or university program. Students may be at the undergraduate or graduate level.
- g) New Professional members shall include individuals who have graduated in the past twelve (12) months. This status can be held for only one year.
- h) New Professional Year 2 members shall include individuals who have graduated in the past twenty-four (24) months.
- i) International members are those who work in the counseling profession (practitioners or educators) outside of the United States and its Territories.
- j) Retired members shall include current Professional or Regular members who are retired from the counseling or related profession and have been active IARTC members for the past 5 or more consecutive years. Members in retirement shall be entitled to reduced annual dues and shall maintain all the privileges of Professional or Regular members.

All IARTC members must agree to abide by the ACA Code of Ethics and Standards of Practice and also should be members in good standing of ACA.

SECTION 2. DUES

- a) Annual dues for members shall be established by action of the IARTC Board of Trustees, hereinafter referred to as the Board.
- b) The Board may authorize reduced dues or dues waivers for special categories of members in accordance with policies and procedures established by the Board.

SECTION 3. SEVERANCE OF MEMBERSHIP

- a) Membership may be cancelled for any conduct that adversely affects IARTC, its reputation, or that is contrary to or destructive of its mission according to these Bylaws or the ACA Code of Ethics and Standards of Practice, ACA Member Code of Conduct, or that violates the IARTC Policies and Procedures Manual, by a majority vote of the Board
- b) A member shall be dropped from membership for the nonpayment of dues.
- c) A member may resign membership at the member's discretion.

ARTICLE III

MEETINGS OF THE MEMBERSHIP

IARTC shall hold international meetings once per year at a time, place, and manner fixed by the Board. Written notice as to the time, place, and manner of the meeting will be provided to the membership not less than ten (10) and no more than sixty (60) day in advance. IARTC may hold other meetings at a time and place fixed by the Board, which shall give reasonable written notice to the membership. If directed by the President or Executive Director of IARTC, electronic meetings of the membership may be held. Electronic meetings or attendance will be considered valid if the electronic telecommunication system allows for the transmission of words (including oral, written, and sign language) by one participant to all participants. Further, voting of the membership will be allowed by the same means outlined above. Attendance of at least 10% of the voting membership shall constitute a quorum.

ARTICLE IV

BRANCHES OF THE ASSOCIATION

SECTION 1. ISSUING BRANCH CHARTERS

- a) A proposed Branch shall: (1) consist of at least 7 people who desire to organize and become a Branch of IARTC; (2) apply to the IARTC Board for a charter; (3) submit bylaws congruent with the bylaws of IARTC, ACA, and their state Branch of ACA (if applicable); and, (4) provide a list of Branch Officers and Members (with their occupational titles and contact details). The list of officers must include at least the following: President, Secretary, and Treasurer.
- b) The proposed Branch President or appointed representative shall submit the application and bylaws by email to the IARTC President for initial consideration by the Branch Committee. The proposed Bylaws must be approved by the IARTC Bylaws Committee prior to their adoption by the Branch. Interim approval from the IARTC Executive Committee will be sufficient to allow the Branch to plan activities until the charter can be ratified by IARTC's Board at the next business meeting.
- c) The title of the Branch must be International Association for Resilience and Trauma Counseling in [State or Geopolitical subdivision],
- d) Only one Branch may be chartered in any state of the United States, District of Columbia, Commonwealth of Puerto Rico, U.S. Virgin Islands, or any U.S. Territory.
- e) Only one Branch may be chartered in any country or recognized geopolitical territory outside of the United States.
- f) Charter applications shall be considered by the Board at regularly scheduled meetings. Two-thirds of the votes cast by members of the Board who are present at the next regularly scheduled business meeting is necessary to grant a charter to a new Branch.

SECTION 2. AUTONOMY OF BRANCHES

- a) A Branch shall be autonomous in the conduct of its affairs within the confines of its bylaws, and the Articles of Incorporation and Bylaws of IARTC and ACA.
- b) A Branch shall have the power to elect its own officers, who must be members in good standing of the Branch and IARTC.
- c) A Branch may levy and collect dues or other fees and shall have full control of the management and disbursement of such funds in providing its programs.
- d) The Branch Board shall establish such policies and procedures for branch operation necessary to ensure responsible fiscal operation.
- e) Changes in the bylaws of a Branch are not effective until approved by the IARTC Board, the IARTC Bylaws Committee, and must be submitted in writing to the IARTC President at least twelve weeks prior to the next IARTC Board meeting.
- f) Amendments to Branch Articles of Incorporation and Bylaws are subject to the approval/acceptance of the IARTC Board.

SECTION 3. INVOLUNTARY REVOCATION OF A BRANCH

- a) The IARTC Board shall have the power to revoke the charter of a Branch in the event of noncompliance with Branch, IARTC, or ACA bylaws, or in the event of unethical or illegal behavior on behalf of the Branch officers.
- b) Before final action may be taken, with respect to the revocation of the charter of a Branch, a notice of intent to revoke must first be passed by a majority of the Board present and voting, and the Branch in question must be advised in writing of the reasons for the proposed action. The Branch shall have until the next annual international conference of IARTC (but in no case less than nine months) to effect remedial measures.
- c) Two-thirds of the votes cast by all members of the IARTC Board during a meeting where there is a quorum present shall be necessary to revoke the charter of a Branch.

SECTION 4. IARTC Interest Networks

- a) IARTC may include one or more Interest Networks.
- b) An IARTC Interest Network shall consist of persons who organize on a state, regional, national, or international basis,

in accordance with IARTC Bylaws, policies and procedures, to promote a professional interest not otherwise provided for in the IARTC structure.

- c) All officers of Branch Divisions are required to be members in good standing of ACA, the State Branch (if applicable), and IARTC.
- d) Members who wish to initiate an IARTC Interest Network shall submit a petition for recognition at least 45 days prior to the next regularly scheduled Board meeting. Petitions should be submitted to the President who will transmit them to the IARTC Board. Two-thirds of the votes cast by members of the IARTC Board who are present at a meeting where there is a quorum shall be necessary to grant recognition to an IARTC Interest Network.
- e) The chairperson of each interest network, and all members, must be a member of IARTC.
- f) The chairperson shall be appointed by the IARTC President-Elect.
- g) The chairpersons shall develop goals and objectives and submit recommended actions and necessary reports to the Governing Council.

ARTICLE V

BUSINESS AFFAIRS OF THE ASSOCIATION

SECTION 1. SEVERABLE OR TRANSFERABLE INTEREST

No member shall have any severable or transferable interest in the property of IARTC.

SECTION 2. CONTROL AND MANAGEMENT

All property of IARTC shall be subject to the control and management of the Board.

SECTION 3. DISPOSAL UPON DISSOLUTION

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

- a) A nonprofit organization or organizations which may have been created to succeed IARTC, 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 IARTC 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 appropriations of IARTC funds shall be made except pursuant to the authority of the Board.
- b) The Board shall adopt an annual budget.

SECTION 5. ASSOCIATION YEAR

The fiscal year and the governance year of IARTC shall be July 1 - June 30.

SECTION 6. REPORTS

Board members shall be sent quarterly income and expense reports from the Treasurer showing the financial state of IARTC.

ARTICLE VI

OFFICERS OF THE ASSOCIATION

SECTION 1. OFFICERS AND TERMS OF OFFICE.

- a) The officers of IARTC shall be the President, President-Elect, Immediate Past-President, Secretary, Treasurer (nonvoting), Past-Treasurer (nonvoting), Treasurer-Designee (nonvoting), two Student Representatives (nonvoting), IARTC Representative to ACA's Governing Council, Parliamentarian (non-voting), and four (4) Trustees.
- b) All officers, Board members, and Governing Council representatives of IARTC must be members in good standing of ACA and IARTC.
- c) All voting officers of IARTC, with the exception of the Immediate Past-President, shall be elected at large from among the members of IARTC in accordance with the IARTC Nominations and Elections Policy.
- d) The President, the President-Elect, and the Immediate Past-President shall serve one-year terms, from July 1 to June 30, or until their successors are elected. They shall be ineligible to serve again as President-Elect for a period of ten (10) years following service in any of these offices. ACA and IARTC Membership are required of these positions.
- f) The Secretary shall be elected by the membership in an even-numbered year to serve for a two-year term from July 1 to June 30, or until a successor is elected. The Secretary may run for a second term upon Board recommendation. ACA and IARTC Membership is required of this position.
- g) The Treasurer-Designee shall be appointed by the Board upon recommendation of the President-Elect annually to serve for a one-year term from July 1 to June 30. The Treasurer-Designee advances to the role of the Treasurer the following year to serve with the President. After their year as Treasurer ends, the Treasurer advances to the role of Past-Treasurer to assist the Treasurer and Treasurer-Designee and to serve on the IARTC Budget and Finance Committee. ACA and IARTC Membership is required of the Treasurer, Treasurer-Designee, and Past-Treasurer.
- h) The Representative to the Governing Council shall be elected by the membership upon recommendation and serves a term of three years. ACA and IARTC Membership is required of the ACA Governing Council Representative.
- i) The Trustees are elected by the membership for staggered three-year terms from July 1 to June 30, or until a successor is elected, upon recommendation of the President. A Trustee may run for a second term upon recommendation of the Board. ACA and IARTC Membership is required of Trustees.
- k) The Student Representatives shall be appointed by the Board, upon recommendation of the President, to serve a one-year term from July 1 to June 30, or until a successor is appointed. The Student Representatives may self-succeed upon recommendation of the Board. ACA and IARTC Membership is required of the student representatives. This is a nonvoting position.
- l) The Editor of the IARTC professional journal shall be appointed by the Board, upon recommendation of the President, to serve for a three-year term from July 1 - June 30, or until a successor is appointed. The Editor may self-succeed upon Board recommendation. This role is not a member of the Board and thus is a non-voting position.
- l) The Parliamentarian of IARTC shall be appointed by the Board upon recommendation of the President, to serve for a one-year term from July 1 - June 30, or until a successor is appointed. The Parliamentarian may self-succeed upon Board recommendation. This is a non-voting position.

SECTION 3. NOMINATIONS AND ELECTION OF OFFICERS

- a) On a regular, annual basis, the Nominations and Elections Committee shall seek and select at least one nominee for each position to be elected for the next term, and submit a slate of candidates for approval by the Board at its October meeting.
- b) In order to be a candidate for the position of President-Elect, nominees must hold a position on the IARTC Board, or chair an IARTC Committee or Task Force. Candidates for IARTC elections may not be on a presidential track (President, President- Elect, President-Elect-Elect, or Immediate Past President) for another ACA division.
- c) ACA Governing Council Representative nominees must hold a position on the IARTC Board for a minimum of one year.
- d) For those officers who are elected by the voting membership, the Nominations and Elections Committee supervise the election of officers in accordance with written policies and procedures approved by the Board.
- e) In the event of a tie on the official ballot, a run-off election shall be held to break the tie.
- f) Elected offices that are prematurely vacated shall be filled for the remainder of the unexpired term through appointment by the President with approval of the Board. Persons filling unexpired terms are eligible to run for office, unless expressly made ineligible elsewhere in these Bylaws. Any elected officer may be involuntarily removed from office if the officer is: unable to fulfill the responsibilities of the position as defined by the ACA Code of Leadership, when the officer exhibits conduct that tends to injure IARTC or adversely affect its reputation, or for behavior that is contrary to or destructive of the mission of IARTC according to these Bylaws, IARTC Policies and Procedures Manual, or the ACA Code of Ethics. Removal will require a majority vote of the Board members then in office. The Board must provide the officer with at least ten days' notice of the proposed removal and the officer at issue shall have the opportunity to address the Board prior to a final vote for removal.

SECTION 4. COMPENSATION AND EXPENSES OF OFFICERS

- a) None of the elected officers of IARTC shall receive any compensation for their services as such to IARTC, with the exception that the Board can approve compensation for the President, the President-Elect, and Immediate Past- President for approved expenditures related to office.
- b) The Treasurer may be paid such compensation from the funds of IARTC as may be fixed from time to time by the Board.

ARTICLE VII BOARD OF TRUSTEES

SECTION 1. COMPOSITION

- a) The IARTC Board of Directors shall be known as the Board of Trustees and composed of the following: President, President- Elect, Immediate Past-President, Secretary, Treasurer (non-voting), Past-Treasurer (non-voting), Treasurer-Designee (nonvoting), Student Representatives (non-voting), IARTC Representative to ACA Governing Council, Parliamentarian (non-voting), and four (4) Trustees.
- b) Unless filling a vacancy, the terms of all Board members will take effect as of July 1 of the next fiscal year.

SECTION 2. POWER AND FUNCTIONS OF THE BOARD The Board shall:

- a) Establish policies and procedures to govern the affairs of IARTC.
- b) Formulate operational policies and procedures appropriate for executive action and direct the execution thereof.
- c) Grant and revoke Branch charters.
- d) Act on the reports of Branches, Standing Committees, and other Special Committees and Task Forces.
- e) Adopt and amend Bylaws.
- f) Exercise such other powers and functions as may be necessary or desirable in the best interests of IARTC, not in conflict with these Bylaws and in compliance with the Virginia Nonstock Corporation Act, as amended from time to time.
- g) Establish the strategic plan of IARTC.
- h) Establish broad, long-term professional and strategic directions for IARTC.

SECTION 3. MEETINGS OF THE BOARD

- a) The Board shall meet a minimum four times per year. Expenses incurred through participation in Board meetings will be paid by IARTC in accordance with IARTC policies and procedures, to the extent such funds are available.
- b) The President of IARTC shall preside at meetings of the Board and, in the President's absence, the President-Elect shall preside.
- c) A majority of the voting members of the Board shall constitute a quorum. The Board consists of nine (9) voting members, thus a quorum requires at least 5 voting members. The Board may permit participation in a meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A trustee participating in a meeting by this means is deemed to be present in person at the meeting.
- d) At each annual meeting, or when so requested in writing, each Branch, each officer of IARTC, and each Standing and Special Committee and Task Force, as specified in these Bylaws, shall submit a written report to the President, who shall transmit the report to the Board.
- e) Further, voting of the Board or Executive Committee will be allowed by electronic telecommunication.
- f) If a Board meeting cancellation is necessary, Board members will be notified in writing as early as possible, but within 48 hours of a cancelled meeting. If a rescheduled meeting is not possible, business items will be forwarded to the next regularly scheduled meeting.
- g) Action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each trustee signs a consent describing the action to be taken. A written consent and the signing thereof may be accomplished by one or more electronic transmissions.

SECTION 4. EXECUTIVE COMMITTEE

- a) The Executive Committee shall consist of the President, President-Elect, Immediate Past-President, Secretary, and Treasurer.
The President, President-Elect, Immediate Past-President, and Secretary each have one vote. The Treasurer shall serve without vote. The Executive Committee consists of four (4) voting members, thus a quorum requires at least 3 voting members.
- b) The Executive Committee shall act for the Board, within policies, as may be established by the Board. The Executive Committee shall function primarily to address those issues which are necessary for the efficient operation of IARTC, where the time requirements necessitate immediate action.
- c) All actions and activities of the Executive Committee shall be communicated to the Board through minutes, which are disseminated within ten working days of an Executive Committee meeting. The actions taken by the Executive Committee must be submitted for ratification by the Board at the next Board meeting.
- d) The Executive Committee shall confer or meet at least once per year in addition to the Board meetings. A majority of voting members of the Executive Committee shall constitute a quorum. Special meetings of the Executive Committee may be called in an emergency, which is determined by the President or the Board.
- e) The Executive Committee represents the administrative leadership of IARTC.
- f) Unless otherwise authorized by the Executive Committee, no person or body, except for the current IARTC President, shall speak on behalf of or otherwise officially represent the IARTC Executive Committee.
- g) No member of the Executive Committee shall serve more than two consecutive terms in the same position or more than three consecutive terms on the Executive Committee in any position (unless otherwise stipulated in Article VI, Section 1). If there are no candidates for a position, these term limits can be waived for one year by majority vote of the Board.

SECTION 5. TRUSTEES

- a) Trustees are leaders in the field of counseling or closely related professions, representing the institutional and historical knowledge of their profession, as it relates to trauma and resilience.
- b) There will be four (4) such Trustees, serving rotating 3-year terms. Trustees shall be elected from the general membership as representatives, and will perform additional duties as directed by the Board. One Trustee will be a practicing clinical mental health or rehab counselor, one will be a practicing counselor educator, one will be a practicing school counselor, and the fourth will be a practicing community leader who holds a counseling license in the state or country of residence.
- c) Nominees for Trustees are identified through a call for nominations to the IARTC membership by the Nominations and Elections Committee. The Chair of the Nominations and Elections Committee will advance a slate of nominees to ACA for ACA's formal election process.
- d) In the event of a tie vote, the IARTC President-Elect will serve as tiebreaker.

- e) Elective offices that are prematurely vacated shall be filled for the remainder of the unexpired term by the President, with approval from the Board. Persons filling unexpired terms are still eligible to run for office, unless expressly made ineligible elsewhere in these Bylaws.
- f) Trustees may run for election for one (1) additional term, with approval from the Board.
- g) The inaugural Trustees shall be appointed by agreement of the Board, except that the Trustees shall randomly be assigned terms of 1,2, and 3 years. The IARTC President shall determine the method and manner by which the random terms are assigned.

SECTION 6: REMOVAL OF BOARD MEMBERS

The voting members of the Board may remove one or more members of the Board with or without cause at a meeting called for that purpose. The meeting notice shall state that the purpose or one of the purposes of the meeting is removal of the Board Member.

ARTICLE VIII

PUBLICATIONS

SECTION 1. PUBLICATIONS POLICY.

The President, acting on the recommendations of the Board, shall determine and direct the basic publications policy and program of IARTC and shall have the authority to hire, discharge, and fix the compensation of the persons serving as editors of IARTC publications and other media of IARTC.

SECTION 2. JOURNAL.

Trauma Counseling and Resilience shall be the journal of IARTC and shall be available without additional charge to IARTC members. The President shall, with the approval of the Board, appoint a Journal Editor and such other staff as may be necessary to carry out the provisions of this Article. The IARTC Board, from time-to-time, determines the frequency of issuance and the size and format of the journal, taking into consideration the needs of IARTC, the availability of suitable material for publication, and finances available for publication of the journal. According to custom, the President shall serve as Associate Editor of the Journal. The Editor will report quarterly to the Board on the progress and quality of IARTC's professional journal

SECTION 3. NEWSLETTER/MAGAZINE

IARTC shall provide a newsletter and/or magazine for its membership, discussing current issues and needs of the organization. The Editor and Associate Editor of the IARTC Newsletter/Magazine shall be appointed by the President. Persons who serve in the roles of Editor and Associate Editor of the IARTC Newsletter/Magazine for 3 full years shall become eligible to serve as entry-level reviewers for Trauma Counseling and Resilience. The Editor will report quarterly to the Board on the progress and quality of IARTC's Newsletter.

SECTION 4. COPYRIGHT.

IARTC shall own the copyright of the original and any renewal term for any writing that is published by IARTC. The author of any such writing shall have the right to make a non-profit or non-commercial use of the work, provided that there be affixed to each copy the copyright notice used by IARTC when the writing was first published. The author shall have the right to make or authorize the profit or commercial use of any such writing only after first obtaining the written consent of IARTC.

SECTION 4. BRANCH PUBLICATIONS.

Nothing in this Article shall be interpreted as limiting the freedom of any Branch to produce, select, and copyright publications of its choice.

ARTICLE IX COMMITTEES

SECTION 1. STANDING COMMITTEES.

The Standing Committees of IARTC shall be:

- a) Executive Committee
- b) Advocacy Committee
- c) Awards Committee
- d) Branch Committee
- e) Budget & Finance Committee
- f) Bylaws Committee
- g) Communication, Media, and Public Relations Committee
- h) Conference Committee
- i) Diversity, Equity, Inclusion, and Social Justice Committee
- j) Graduate/Undergraduate Student Committee
- k) Membership Committee
- l) Nominations and Elections Committee
- m) Professional Development Committee
- n) Research Grant Committee

SECTION 2. COMMITTEE CHARTERS

The charter of each Standing Committee will be approved by the Board. Any charter amendments proposed by a Standing Committee must be approved by the Board.

SECTION 3. REPORTS OF STANDING COMMITTEES.

Each Standing Committee shall provide an update at each quarterly Board meeting and submit an annual report to the President, who shall transmit the report to the Board for the meeting that most closely coincides with the American Counseling Association Annual Conference.

SECTION 4. COMMITTEE TERMS.

Each Standing Committee Chair will serve for one year but may be reappointed for two additional one-year terms by the IARTC President-Elect. Committee Chairs may not serve for more than three consecutive years, except by vote of the Board.

SECTION 5. SPECIAL COMMITTEES AND TASK FORCES.

The President may appoint Special Committees and Task Forces. Such committees will follow the same procedures as established for Standing Committees and serve for the term as set by the President at the time of appointment or until completion of the special projects(s) assigned. The Special Committee or Task Force will have a chair and members appointed by the President.

SECTION 6. REPORTS OF SPECIAL COMMITTEES AND TASK FORCES.

Each Special Committee and Task Force shall complete the specific purpose or the assigned task, by a date specified by the President, and submit a written report to the President on or before the date specified. The President shall transmit the reports to the Board.

ARTICLE X INDEMNIFICATION

SECTION 1. PROVISION.

IARTC shall indemnify each member of its Board, as described in Article VII, and each of its officers, as described in Article VI, 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.

SECTION 2. IMPLEMENTATION.

IARTC shall indemnify each of its Board members and officers, 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 as a result of such action or proceedings, or any appeal therein, imposed upon or asserted against a Board member by reason of being or having been a Board member or officer and acting within the scope of official duties, but only when the

determination shall have been made judicially or in the manner hereinafter provided that the Board member or officer acted in good faith or for the purpose reasonably believed to be in the best interests of IARTC and, in the case of a criminal action or proceeding, in addition had no reasonable cause to believe that the conduct was unlawful. This indemnification shall be made only if IARTC shall be advised by its Board acting (1) by quorum consisting of Board members who are not parties to such action or proceedings upon a finding that, or (2) if a quorum is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that, the Board member or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board, 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 IARTC Board or officer of IARTC shall include every Board member and officer thereof or former Board member and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising and allowable as stated above. The right of indemnification herein provided shall be in addition to any and all rights to which any Board member or officer of IARTC might otherwise be entitled and the provisions hereby shall neither impair nor adversely affect such rights.

ARTICLE XI NONDISCRIMINATION

There shall be no discrimination against any individual on the basis of ethnic group, race, religion, gender, sexual orientation, age, record of public offense, and/or disability.

ARTICLE XII BYLAWS

SECTION 1. AMENDMENT AND REVISION.

These Bylaws may be amended by a two-thirds majority of the Board members voting when a quorum is present.

- a) Proposed amendments and revisions may be originated by the Board or presented to the Board by a Branch, a Standing Committee (provided that the submitting entity is in compliance with Branch requirements), or by an individual member, provided that in the case of an individual member the proposed amendment shall be presented over the signatures of at least 50 members in good standing.
- b) All such proposed amendments and revisions must be submitted in writing to the Bylaws Committee no later than twelve weeks prior to the Board meeting at which the change may be considered.
- c) The Bylaws Committee will transmit to the Board such proposed amendments, with or without a recommendation regarding each proposed change, at least twelve (12) weeks before the next regularly scheduled meeting of the Board.

SECTION 2. POLICIES AND PROCEDURES.

Supplementary policies and implementation guidelines for these Bylaws are to be found in the *IARTC Policies and Procedures Manual*.

ARTICLE XIII RULES OF ORDER

The current edition of Robert's Rules of Order, Newly Revised, shall govern the proceeding of all bodies of IARTC, except where otherwise specified in these Bylaws.

INTERNATIONAL ASSOCIATION FOR RESILIENCE AND TRAUMA COUNSELING

EXHIBIT TO

BOARD OF TRUSTEES

FIRST AND ORGANIZATION MEETING

Conflict of Interest Policy

International Association for Resilience and Trauma Counseling
Conflicts of Interest and Confidentiality

Conflicts of Interest

IARTC expects all Board Members to conduct themselves and Association business in a manner that reflects the highest standards of ethical conduct and in accordance with all federal, state, and local laws and regulations. This includes avoiding real and potential conflicts of interest.

Exactly what constitutes a conflict of interest or an unethical business practice is both a moral and a legal question. IARTC recognizes and respects the individual Board Member's right to engage in activities outside of their Board service that are private in nature and do not in any way conflict with or reflect poorly on the Association.

It is not possible to define all the circumstances and relationships that might create a conflict of interest. If a situation arises where there is a potential conflict of interest, the Board Member should discuss this with the President and Board for advice and guidance on how to proceed. A potential or actual conflict of interest occurs whenever a Board Member is in a position to influence a decision that may result in a personal gain for the Board Member or an immediate family member (i.e., a Board Member's spouse, domestic partner, children, parents, or siblings) as a result of IARTC's business dealings.

No Board Member may solicit or accept gifts of significant value (i.e., in excess of \$50), lavish entertainment, or other benefits from potential and actual vendors, suppliers, or competitors. Special care must be taken to avoid even the impression of a conflict of interest.

A Board Member may entertain potential or actual vendors/customers if such entertainment is consistent with accepted business practices, if it does not violate any law or generally accepted ethical standards, and if the public disclosure of facts will not embarrass IARTC. Any questions regarding this policy should be addressed to the IARTC President and Board.

A violation of this policy will result in immediate and appropriate discipline, up to and including immediate termination of membership.

Confidential Information

The protection of confidential business information is vital to the interests and success of IARTC. Confidential information is any and all information disclosed to or known by you because of your relationship with the Association that is not generally known to people outside the Association about its business.

A Board Member who improperly uses or discloses confidential business information will be subject to disciplinary action, up to and including termination of membership and legal action, even if he or she does not actually benefit from the disclosed information