

# ACA GOVERNING COUNCIL MEETING

## MINUTES

April 8-9, 1997

### Call to Order

The ACA Governing Council meeting was called to order at 8:10 a.m., April 8, 1997, at the Omni Rosen Hotel, Orlando, Florida. President Gail F. Robinson presided. Governing Council members present for all or part of the meeting were as follows:

Joyce M. Breasure, ACA Past President  
Helen W. Chapman, North Atlantic Region  
Rita Drapkin, AGLBIC Observer  
Patricia B. Elmore, AAC  
Donna M. Ford, Western Region  
Queen D. Fowler, AMCD  
Jane Goodman, NCDA  
Harold L. Hackney, ACES  
Betty S. Hedgeman, ACA Treasurer  
James Hiatt, AMHCA  
John L. Jaco, ACA Executive Director  
Charlene Kampfe, AADA  
Courtland C. Lee, ACA President-Elect  
Donald C. Linkowski, ARCA  
Don W. Locke, IAMFC  
B. Kay Monks, NECA  
Gail P. Robinson, ACA President  
Floyd Robison, ASGW  
Emily Jean Runion, AHEAD  
Suzanne Schmidt, Southern Region  
Cynthia D. Sellers, ACCA  
Howard B. Smith, ACA Parliamentarian  
Virginia Sykes, ASERVIC  
Christine Larson VanSlyke, Midwest Region  
Nancy B. White, IAAOC

ASCA Representative James J. Lukach was unable to be present and the Division was represented by ASCA President Carolyn Sheldon.

Other persons in attendance at the meeting as guests or observers included the following:

Jackie M. Allen, ASCA Representative to ACA Governing Council effective July 1, 1997  
Donald Anderson, Chair, ACA Insurance Trust  
Patricia Arredondo, AMCD President  
Loretta J. Bradley, ACA President-Elect-Elect  
Nancy J. Benz, AMHCA President  
Edith V. Carlisle, IAMFC Representative to ACA Governing Council effective July 1, 1997  
Ted Farrar, ACA Insurance Trust Staff  
Lisa Findeisen, ACA Meeting Services  
Janice S. Gallagher, President-Elect, Texas Counseling Association

Braden Goetz, ACA Director of Government Relations  
 John Henslee, Legal Counsel, Texas Counseling Association  
 Canary Hogan, ASCA President-Elect  
 Anne Parrish, ACA Meeting Services  
 Marcelett Henry, AMCD President-Elect  
 Canary Hogan, ASCA President-Elect  
 Glenda E. Isenhour, AMHCA Past President  
 Charlotte MacKay, Executive Director, Texas Counseling Association  
 Dennis Matos, ACA Director of Finance Department  
 Robert Mattox, ACCA President-Elect  
 Thomas McCombs, ACA Meeting Services  
 Andrew Miller, ACA Meeting Services  
 Richard Mozier, ACA Chief Operating Officer, Chief Financial Officer  
 Carol Neiman, ACA Director of Association and Branch Relations  
 John Nestor, AMHCA Past President  
 Beverly J. O'Bryant, ACA Past President  
 Nancy Perry, ASCA Executive Director  
 Mary Ann Radebach, NECA President  
 Joyce B. Washington, AMCD President-Elect-Elect  
 James V. Wigtil, ACES Past President  
 Millie Woleslagle, ACA Executive Assistant  
 Richard Yep, ACA Associate Executive Director  
 Karl Zeswitz, ACA General Counsel

**Parliamentarian's Remarks**

ACA Parliamentarian Howard Smith called attention to the Governing Council meeting rules and outlined his expectations for the conduct of the meeting. He defined how the discussion and voting would be conducted and further defined what would constitute a quorum. The Parliamentarian's report was for information and did not require Governing Council action.

**Approval of Agenda**

President Robinson called attention to the proposed agenda for the meeting and asked if there were any comments before the agenda was approved.

It was moved by Elmore and seconded by Schmidt that: The agenda be reordered as follows: 1, 2, 3, 4d, 10, 11, 5, 6, 7, 8, 9, 12, 4a-c, 4e-f, 13 through 24. (The numbers as given in the motion refer to the numbered order of items on the proposed agenda submitted to Governing Council prior to the meeting.) Motion passed by roll call vote (15 for; 7 against; 2 abstain). (Rationale for the motion was to consider financial matters of ACA as early as possible during the meeting.) The roll call vote was as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
Patricia Elmore	Joyce Breasure	Queen Fowler
Donna Ford	Helen Chapman	Virginia Sykes
Jane Goodman	Courtland Lee	
Harold Hackney	Kay Monks	
James Hiett (2 votes)	Cynthia Sellers	
Charlene Kampfe	Chris Larson VanSlyke	
Donald Linkowski	Nancy White	
Don W. Locke (2 votes)		
Carolyn Sheldon (2 votes)		
Floyd Robison		
Emily Runion		
Suzanne Schmidt		

### **Approval of Minutes of Past Meetings**

President Robinson called attention to the need for approval of Minutes for Governing Council and Executive Committee meetings since the last face-to-face meeting of the Governing Council in September 1996.

It was moved by Locke and seconded by Hackney that: The Minutes of the ACA Governing Council meeting of September 25-29, 1996 be approved. Motion passed.

It was moved by Locke and seconded by Sykes that: The Minutes of the ACA Executive Committee meeting of October 18, 1996 be approved. Motion passed.

It was moved by Locke and seconded by Chapman that: The Minutes of the ACA Governing Council meeting of November 27, 1996 be approved. Motion passed.

It was moved by Locke and seconded by Hackney that: The Minutes of the ACA Executive Committee meeting of December 7, 1996 be approved. Motion passed.

It was moved by Locke and seconded by Robison that: The Minutes of the ACA Governing Council meeting of January 6, 1997 be approved. Motion passed.

It was moved by Locke and seconded by Runion that: The Minutes of the ACA Executive Committee meeting of February 7, 1997 be approved. Motion passed.

It was moved by Locke and seconded by Sykes that: The Minutes of the ACA Governing Council meeting of March 17, 1997 be approved. Motion passed.

### **Treasurer's Report**

Treasurer Betty Hedgeman called attention to the February 28, 1997 financial report. She discussed the details of the report and pointed out the assets and liabilities, the Association's fund balance of \$122,860, and that excess expenses over revenue was \$975,312. She commented on some of the areas in which expenses have exceeded revenue this year. She noted that currently expenses are \$550,000 higher and revenues are \$300,000 less than budgeted. Dr. Hedgeman then responded to a number of questions about specific budget items.

It was requested that Executive Director John Jaco report at this point on plans and prospects to reduce the deficit by the end of the fiscal year in accordance with the Governing Council's earlier request that it be reduced by at least fifty percent. Mr. Jaco reported on several areas in which the budget deficit could be reduced and he also responded to a number of questions from the floor.

### **Executive Director's Report**

It was moved by Hackney and seconded by Lee that: The Executive Director's report be included as part of the revised agenda. Motion passed.

Following the adoption of this motion, Executive Director Jaco presented his report. He called attention to the strategic plan adopted earlier in the Association year and commented on steps that had been taken to implement each of the goals contained in that plan. He discussed the increase in publishing of books, legislative activities, and innovations in the conference presentations, among others. He also advised the group of fund raising activities of the ACA Foundation.

Mr. Jaco commented on a number of other ongoing activities including the development of the ACA Web Site and ACA Live, as well as outlining some of the promotions being carried out to increase membership.

He also discussed disaffiliation issues and how these adversely affect the membership revenues and substantial unanticipated income costs. Mr. Jaco concluded his report by discussing in depth the steps being taken to reduce the deficit and his projection that the worst case scenario would be a reduction to \$625,000, but he emphasized that every attempt will be made to reduce it more.

It was moved by White and seconded by Robison that: The Governing Council accept the report of the Executive Director. Motion passed.

### **Treasurer's Report (continued)**

Following the acceptance of the Executive Director's report, Treasurer Betty Hedgeman continued with the Treasurer's report. She noted a recommendation for increase in subsidy to Regions and stated the the Financial Affairs Committee felt this should be held in abeyance at this time in view of the financial situation. Dr. Hedgeman then called attention to the motions being submitted by the Financial Affairs Committee for Governing Council action. These included a recommendation for a dues increase, a recommendation for adjustment of the Management Services rate, a recommendation that Management Services agreements signed by July 1<sup>st</sup> receive the prevailing rate with a surcharge assessed for agreements signed after July 15<sup>th</sup>, a recommendation to accept the FY 1996 audit report, a recommendation to accept the staff response to the audit management recommendation letter, and a recommendation to accept the proposed FY 1998 ACA budget. This concluded the Treasurer's report.

It was moved by Robison and seconded by Chapman that: The Governing Council accept the report of the Treasurer. Motion passed.

### **Committee of the Whole Discussion**

It was moved by Breasure and seconded by Robison that: The Governing Council go into a Committee of the Whole to discuss the reports of the Treasurer and the Executive Director. Motion passed.

Following adoption of this motion, there was an extensive discussion and a number of questions were raised. Topics included reporting procedures regarding financial decisions, the fact that there were no programs held on Monday, and the question of liability insurance issued for non-members, among others. The Executive Director also gave a report of the professional and technical fees as required by Association policy and a number of questions were raised and responded to.

### **Executive Director's Contract**

Governing Council members requested that since they have fiduciary responsibility for the Association and for oversight of the Executive Director's responsibility, that they be given access to the Executive Director's contract. A request was made that before Governing Council members receive a copy of the contract, that they be asked to sign a confidentiality statement and that there be a penalty in the event anyone failed to keep the contract confidential. Question was raised as to whether this request should be in the form of a motion.

It was moved by White and seconded by Hackney that: Governing Council members sign a confidentiality statement before receiving copies of Mr. Jaco's contract.

A request was be made that the discussion of this motion be held in Executive Session. It was determined that in order for appropriate discussion to take place, this should be done. As a result, the Governing Council moved into Executive Session to complete the discussion on the motion.

At the conclusion of the Executive Session, the President read into the Minutes the re-worded motion that had been adopted in that Executive Session. That motion is as follows:

It was moved by White and seconded by Hackney that: Governing Council sign a confidentiality statement prior to receiving contracts of Mr. Jaco. The confidentiality statement is the statement furnished by the ACA Counsel. Motion passed unanimously. The confidentiality statement furnished by the ACA Counsel reads as follows:

The employment agreement with the Executive Director of ACA is of a confidential nature, and for purposes of protecting ACA, I am advised to ensure that you have an understanding as to your review of the employment agreement.

You have requested the employment agreement in your capacity as a member of the Governing Council and for purposes of your carrying out your fiduciary duties in that capacity. You understand that the employment agreement is a confidential agreement and that you will not share or discuss the contents of the agreement with anyone else, except that it may be shared with your personal attorney representing you in your capacity as a member of the Governing Council. After having reviewed the agreement, you will return to me the copy of the same (and you will not make additional copies of the agreement for any purposes).

We want to be certain that all parties interests are protected. Assuming you find this acceptable, please so indicate by signing below.

### **Committee of the Whole Discussion (continued)**

At the conclusion of the Executive Session, the Governing Council continued its discussion of financial issues and questions were raised about specific aspects of the current budget and the proposed budget for FY 1998.

There was also a discussion of the cancellation of Monday sessions for this Orlando conference and the resulting confusion and complaints by conference attendees. A request was made that there be some kind of notice placed in Counseling Today to inform members what had happened and why.

### **Fiscal Year 1998 ACA Budget**

Attention was called to the proposed ACA Budget for FY 1998 that had been submitted by the Financial Affairs Committee. Treasurer Betty Hedgeman briefly outlined the procedure that had been followed by the Committee to prepare the Budget. She then went through the budget and commented on the various sections and how the figures were arrived at. She concluded her report with the information that the total proposed budget is \$8,312,343, and probably a bit lower due to decrease in anticipated membership figures. At the conclusion of the presentation, Dr. Hedgeman asked for any questions from the floor. Among the comments and questions were:

- The agreement between ACA and CACREP is a contractual agreement and there should be no cuts made in the subsidy to CACREP.
- Need to have a very conservative budget - an area to look at for possible cuts would be professional fees (should consider investing in training staff to do some of these things instead)..
- Feel that the membership figures as shown are still too high and suggest the figures, particularly for regular members, be set lower than in the proposed budget.
- Consider not replacing the five mid-level positions that are currently open.
- Look at printing and production costs to see if there is any possibility for reducing that.

Dr. Hedgeman concluded the discussion in the first day's session by stating that the Financial Affairs Committee will bring to the body on the second day a very conservative list of revenues. She asked the Governing Council members to assist by giving thought to programs that can wait until after Fiscal Year 1998.

At the beginning of the second day's session, Dr. Hedgeman noted that the Committee had received a number of suggestions concerning budget changes. She briefly outlined some of those. She indicated that

the \$75,000 subsidy to CACREP would be retained in the FY 1998 budget. She further noted that there will be monthly reports made to Governing Council of the budget progress and that such reports will contain more detail than in the past, including recommendations for any actions that the Governing Council might need to take. Dr. Hedgeman noted that some of the proposed cuts require a detailed explanation and she therefore requested that these be discussed in Executive Session. Accordingly, the Governing Council went into Executive Session to continue the Budget discussion.

At the conclusion of the Executive Session, President Robinson read the following motions adopted in the Executive Session into the record for these Minutes.

It was moved and seconded that: The Governing Council approve the revised budget for FY 1998, including the procedures suggested by Financial Affairs Committee to monitor the budget. Motion passed (16 for; 3 against; 5 abstain). (The FY 1998 ACA Budget, as approved, is attached to these Minutes as Appendix A.) Roll call vote was taken, and the roll call vote was as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
Joyce Breasure	Patricia Elmore	James Hiatt (2 votes)
Helen Chapman	Donna Ford	Don W. Locke (2 votes)
Queen Fowler	Charlene Kampfe	Nancy White
Jane Goodman		
Harold Hackney		
Courtland Lee		
Donald Linkowski		
Carolyn Sheldon (2 votes)		
Kay Monks		
Floyd Robison		
Emily Runion		
Suzanne Schmidt		
Cynthia Sellers		
Virginia Sykes		
Chris Larson VanSlyke		

It was moved by Schmidt and seconded by Ford that: Any failure on the part of the Executive Director to reduce expenditures as directed by the Financial Affairs Committee in its monthly oversight meeting be reported immediately by Financial Affairs committee to the Executive Committee, and that the Executive Committee exercise its responsibility for ongoing oversight and evaluation by immediately placing record of a negative performance evaluation in the personnel record of the Executive Director. Notification of this action will be transmitted immediately to the Governing Council. Motion passed unanimously.

#### **Financial Affairs Committee Recommendations**

President Robinson next called attention to the recommendations for action on several financial matters as proposed by the Financial Affairs Committee. These recommendations were then placed before the body as motions to be acted upon.

It was moved by the Financial Affairs Committee that: The annual dues of the professional/regular member of the American Counseling Association shall increase annually by the increase reported in the Producer Price Index (PPI); dues for student/retired shall be established at 75% of the dues for professional and regular members.

It was moved by Linkowski and seconded by Robison that: The motion on the floor be split into two motions, the first dealing with the increase for professional and regular members, and the second dealing with the dues for student and retired members. Motion passed, and the motion was split.

Vote was called for on the motion that: The annual dues of the professional/regular member of the American Counseling Association shall increase annually by the increase reported in the Producer Price Index (PPI). Motion passed (21 for; 3 against; none abstained) Hackney requested his "no" vote recorded. This will become effective July 1, 1997.

Vote was then called for on the motion that: The dues for student and retired members shall be established at seventy-five percent (75%) of the dues for professional and regular members. Motion passed (22 for; 2 against; none abstained). This will become effective July 1, 1997.

It was moved by the Financial Affairs Committee that: The management services cost recovery rate be adjusted consistent with the prevailing Producer Price Index (PPI) on an annual basis.

In the discussion of the motion, question was raised regarding the cost recovery rate. Dr. Hedgeman explained that the current rate does not recover the cost of services being provided and therefore the Financial Affairs Committee is recommending a procedure whereby the cost could be recovered.

Following the discussion, vote was called for on the motion that: The management services cost recovery rate be adjusted consistent with the prevailing Producer Price Index (PPI) on an annual basis. Motion passed (19 for; 4 against, 1 abstain). This motion will be effective July 1, 1997.

It was moved by the Financial Affairs Committee that: All Management Services Agreements signed by July 1<sup>st</sup> of each year would receive the current prevailing rate inclusive of the increase equal to the Producer Price Index. Management Services Agreements signed after July 15<sup>th</sup> would be subject to a surcharge set by the Financial Affairs Committee.

Question was raised concerning the July 15<sup>th</sup> date in the motion and feeling was expressed that there needs to be more time permitted. In the discussion, feeling was also expressed that the Agreement is not clear as to exactly what specific services are provided under each category.

By friendly amendment, the motion was amended to state that: Agreements signed after *September 1<sup>st</sup>* would be subject to the surcharge.

In the discussion, it was agreed that staff and Financial Affairs Committee would be asked to draft policy surrounding this matter. Such policy could include information on the maximum rate, the surcharge, penalty date, and other necessary information.

It was moved by Locke and seconded by Elmore that: This motion be tabled until a rate amount is provided. Motion passed and the motion is tabled (18 for; 3 abstain).

At a later point in the meeting, following determination of a rate by the Financial Affairs Committee, It was moved by Monks and seconded by VanSlyke that: The motion that All Management Services Agreements signed by July 1<sup>st</sup> of each year would receive the current prevailing rate inclusive of the increase equal to the Producer Price Index. Management Services Agreements signed after September 1<sup>st</sup> would be subject to a surcharge set by the Financial Affairs Committee. Motion passed and this motion was again on the floor.

Treasurer Hedgeman advised the group that it had been determined that the surcharge would be not more than five percent (5%) of the approved rate, and that this surcharge would be added to the monthly charge.

Vote was called for on the motion (with the inclusion of the surcharge amount) that: All Management Services Agreements signed by July 1<sup>st</sup> of each year would receive the current prevailing rate inclusive of the increase equal to the Producer Price Index. Management Services Agreements signed after September 1<sup>st</sup> would be subject to a surcharge set by the Financial Affairs Committee. That surcharge would be not more than five percent (5%) of the prevailing rate. Motion passed.

It was moved by the Financial Affairs Committee that: The Governing Council accept the FY 1996 Audit report. Motion passed.

It was moved by the Financial Affairs Committee that: After review of the Management Recommendation Letter, the Governing Council moves to accept the response from staff. Motion passed.

It was moved by the Financial Affairs Committee that: The Governing Council adopt the attached resolution calling for the Insurance Trust to provide insurance only to ACA members. Motion passed. The resolution as adopted by this motion is as follows:

WHEREAS, The ACA Insurance Trust was formed to provide a service to ACA members; and

WHEREAS, The initial Bylaws of the Trust stated that its purpose was to establish and maintain a fund to provide insurance coverage for the Association's members; and

WHEREAS, The licensing agreement between the ACA and the ACA Insurance Trust stipulates that the Trust is organized for the purpose of establishing and providing insurance for ACA members; and

WHEREAS, The ACA Insurance Trust has among its insured at least 5,000 counselors who are not ACA members; and

WHEREAS, The ACA Insurance Trust has not assisted ACA in the membership recruitment of those insureds who are not ACA members; and

WHEREAS, The ACA Insurance Trust continues to sell insurance policies to people who are not ACA members;

THEREFORE, BE IT RESOLVED, That the ACA Insurance Trust will cease selling insurance to any individual who cannot be verified as a current and active ACA member; and

BE IT FURTHER RESOLVED, That ACA reaffirm the purpose of the ACA Insurance Trust to provide insurance as a benefit of membership; and

BE IT FURTHER RESOLVED, That all new contracts between ACA and the ACA Insurance Trust must stipulate how the ACA Insurance Trust will guarantee that all purchasers of the insurance must be members of ACA.

President-Elect Courtland Lee asked that the record show a commendation on behalf of Governing Council for the outstanding and tireless work of Dr. Betty Hedgeman as the ACA Treasurer.

#### **Report and Recommendations From Restructuring Task Force**

President Robinson stated that the next item on the agenda was to be consideration of the report and recommendations from the Restructuring Task Force. This presentation had been scheduled for the first day, and since the agenda was re-ordered to move it to the second day, the Task Force Chair was unable to remain to make his scheduled presentation.

There was agreement that the Governing Council send a letter of commendation to the Task Force Chair, Jeffrey Mostade, for his hard work and careful preparation of the report and recommendations. In addition to the letter of commendation, the Governing Council gave him a standing ovation for his work on the Restructuring Task Force.

#### **Proposed Revision of ACA Bylaws**

President Robinson called attention to the proposed ACA Bylaws amendments and the recommendation from the Bylaws Committee for their adoption.

It was moved by the ACA Bylaws Committee that: The Governing Council adopt the amendments to the ACA Bylaws as submitted. (The Bylaws referred to in this motion are the ones marked "DRAFT as of February 28, 1997".)



President Robinson began the discussion of the Bylaws amendments by asking ACA General Counsel Karl Zeswitz to comment on the major points contained therein and to respond to questions from the floor. Mr. Zeswitz outlined the philosophy for the preparation of the proposed Bylaws and the reasons for how they were constructed. He also called attention to the three alternatives for governance and representation and noted that if these Bylaws are adopted, the Governing Council will need to determine which of these alternatives it feels to be most appropriate. Following his presentation, Mr. Zeswitz answered a number of questions from Governing Council members regarding various aspects of the proposed Bylaws.

It was moved by Locke and seconded by Robison that: The Governing Council votes to suspend Article II, Section 1 (h) of the current ACA Bylaws for one year, and that President-Elect Courtland Lee be charged to appoint a task force at his discretion. That the task force be given the opportunity to review the entire Association and if possible permit the members of the Association to participate. Finally, a decision on the matter must be made by the 1998 Convention meeting of the Governing Council.

Discussion of this motion brought out the fact that suspension of any portion of the Bylaws would in effect be modifying them, and that under the current Bylaws of ACA, this action would not be legal, and therefore the motion was out of order.

It was then moved by Locke and seconded by Robison that: No action be taken at this time concerning violations of Article II, Section 1 (h) of the current ACA Bylaws, and that President-Elect Courtland Lee be charged to appoint a task force at his discretion. That the task force be given the opportunity to review the entire Association and if possible permit the members of the Association to participate. Finally, a decision on the matter must be made by the 1998 Convention meeting of the Governing Council.

In the discussion of this proposal, it was felt that the motion should be divided as it covered two different issues. President-Elect Lee indicated that he felt the suggestion that he appoint a group to further review the Association was quite acceptable and that he would be agreeable to proceeding in that way if so directed. By consensus, it was agreed that the motion be split. Accordingly, the Governing Council considered the first part of the motion as follows:

It was moved by Locke and seconded by Robison that: No action be taken concerning violations of Article II, Section 1 (h) of the current ACA Bylaws until the Governing Council meeting in Indianapolis at the time of the 1998 ACA Conference.

Following considerable discussion, it was moved by Linkowski and seconded by Elmore that This motion be tabled. Motion defeated.

Question was called for on the motion on the floor (this means that debate be closed and a vote be taken). Motion passed (15 for; 8 against).

Vote was then called for on the motion that: No action be taken concerning violations of Article II, Section 1 (h) of the current ACA Bylaws until the Governing Council meeting in Indianapolis at the time of the 1998 ACA Conference. Motion defeated (10 for; 12 against).

It was then moved by Locke and seconded by Robison that: President-Elect Courtland Lee be charged with developing a process to include broader participation in the Bylaws revision, and that a vote be required concerning this issue no later than the meeting of the ACA Governing Council at the 1998 ACA Conference in Indianapolis. Motion passed.

It was moved by White and seconded by VanSlyke that: The ACA Governing Council vote to accept the new ACA Bylaws as presented, to include Alternative Two for Article V.

It was moved by Locke and seconded by Schmidt that: The motion on the floor be tabled. Motion passed (15 for; 9 against) and the motion was tabled.

### **Conflict of Interest Policy**

President Robinson called attention to the proposed Conflict of Interest Policy and explained that such a policy is needed by the Association in order to satisfy a new Federal regulation. She indicated that upon the adoption of this policy, it will be incorporated into the Association's Policies and Procedures Manual as a formal policy of the Association.

It was moved by Monks and seconded by Hackney that: The Governing Council votes to accept the Conflict of Interest Policy as stated in Article XIII of the proposed Bylaws as a policy of the American Counseling Association. Motion passed. (The Conflict of Interest Policy, as adopted by this motion, is attached to these Minutes as Appendix B.)

### **Disaffiliation Issues**

It was moved by Lee and seconded by Monks that: The Governing Council vote to revoke the charter of the American School Counselor Association..

There was discussion of the motion and a number of questions were raised, together with statements both pro and con.

After some discussion, it was moved by Elmore and seconded by Schmidt that: The motion to revoke the charter of the American School Counselor Association be tabled until the ACA Governing Council meeting in September 1997 after the disaffiliation process is completed with ASCA. Motion defeated (5 for; 16 against) and the discussion continued

It was moved by Hackney that: The motion be amended to add "until such time as the leadership of ASCA comes into full compliance with the Bylaws of the American Counseling Association". By agreement of the maker and seconder of the motion, this was accepted as a friendly amendment.

Following further discussion, vote was taken on the motion that: The Governing Council vote to revoke the charter of the American School Counselor Association until such time as the leadership of ASCA comes into full compliance with the Bylaws of the American Counseling Association. Motion defeated (11 for; 12 against; 1 abstain) since a two-thirds majority was required for it to pass. Roll call vote was taken and the vote was as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
Joyce Breasure	Patricia Elmore	Floyd Robison
Helen Chapman	Donna Ford	
Queen Fowler	Jane Goodman	
Harold Hackney	James Hiatt (2 votes)	
Charlene Kampfe	Donald Linkowski	
Courtland Lee	Don W. Locke (2 votes)	
Kay Monks	Carolyn Sheldon (2 votes)	
Cynthia Sellers	Emily Runion	
Virginia Sykes	Suzanne Schmidt	
Chris Larson VanSlyke		
Nancy White		

It was moved by Lee and seconded by Monks that: The Governing Council vote to revoke the charter of the American Mental Health Counselors Association.

It was moved by Locke and seconded by Hackney that: The motion to revoke the charter of the American Mental Health Counselors Association be tabled until the ACA Governing Council meeting in September 1997 after the disaffiliation process is completed with AMHCA. Motion defeated (James Hiett, AMHCA representative, recused himself from voting).

It was moved by Hackney that: The motion be amended to add “until such time as the leadership of AMHCA comes into full compliance with the Bylaws of the American Counseling Association”. By agreement of the maker and seconder of the motion, this was accepted as a friendly amendment.

Following further discussion, vote was taken on the motion that: The Governing Council vote to revoke the charter of the American Mental Counselors Association until such time as the leadership of AMHCA comes into full compliance with the Bylaws of the American Counseling Association. Motion defeated (9 for; 7 against; 1 abstain; Jim Hiett, AMHCA representative, recused himself from voting) since a two-thirds majority was required for it to pass. Roll call vote was taken and the vote was as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
Joyce Breasure	Patricia Elmore	Floyd Robison
Helen Chapman	Jane Goodman	
Harold Hackney	Don W. Locke (2 votes)	
Charlene Kampf	Carolyn Sheldon (2 votes)	
Courtland Lee	Emily Runion	
Kay Monks		
Virginia Sykes		
Chris Larson VanSlyke		
Nancy White		

#### Approval of Consent Agenda

It was moved by Monks and seconded by Breasure that: The Governing Council approve the Consent Agenda. Motion passed.

Although the items on the Consent Agenda were acted on by a single motion, they are listed separately here in order that the action to approve each item will be reflected in these Minutes. These items are as follows:

#### Approval of Committee Appointments

Moved and seconded that: The Governing Council approve the appointments to membership on ACA Committees as outlined on the diversity grid submitted by ACA President-Elect Courtland Lee. Motion passed. (The Committee appointments approved by this motion are attached to these Minutes as Appendix C.)

Moved and seconded that: The Governing Council approve the appointment of Janice Jordan as ACA Parliamentarian for 1997-98. Motion passed.

Moved and seconded that: The Governing Council approve the appointment of Lucy McLamb as Trustee for the ACA Foundation and Joyce Breasure as Trustee for the ACA Insurance Trust. Motion passed.

#### Approval of Bylaws Changes

Moved and seconded that: The Governing Council approve the Texas Branch revised Bylaws as submitted. Motion passed.

Moved and seconded that: The Governing Council approve the Kentucky Branch revised Bylaws as submitted. Motion passed.

Moved and seconded that: The Governing Council approve the New York Branch revised Bylaws as approved by the New York Senate on May 4, 1996. Motion passed.

#### Policies and Procedures for Processing Complaints of Ethical Violations

Moved and seconded that: The Governing Council approve the proposed changes to the Policies and Procedures for Processing Complaints of Ethical Violations. Motion passed. (The Policies and Procedures for Processing Complaints of Ethical Violations, as revised by this motion, are attached to these Minutes as Appendix D.)

#### International Collaboration

Moved and seconded that: The British Association for Counselling be accepted into formal collaboration with the American Counseling Association. Motion passed.

#### Media Committee Recommendations for Editorial Board

Moved and seconded that: The Governing Council approve the list of recommended nominees for membership on the Editorial Board of *Journal of Counseling and Development* as submitted by the Media Committee. Motion passed. (The nominees approved by this motion are attached to these Minutes as Appendix E.)

#### Code of Leadership Ethics

Moved and seconded that: The Governing Council approve the Code of Leadership Ethics. Motion passed. (The Code of Leadership Ethics, as approved by this motion, is attached to these Minutes as Appendix F.)

#### Regional Leadership Training Modules

Moved and seconded that: The Governing Council accept the proposed Regional Leadership Training Modules. Motion passed. (The Regional Leadership Training Modules, as accepted by this motion, are attached to these Minutes as Appendix G.)

#### Advisory Council Outcome Statements

Moved and seconded that: The Governing Council accept the Outcome Statements from the ACA Advisory Council as submitted. Motion passed. It was noted that the acceptance of the Outcome Statements from the Advisory Council does not imply Governing Council adoption of any specific documents mentioned; however, it does imply support for the concept. (The Outcome Statements, as accepted by this motion, are attached to these Minutes as Appendix H.)

#### Outcome Statements from Midwest Region

Moved and seconded that: The Governing Council accept the Outcome Statements as submitted by the Midwest Region. Motion passed. (It was noted that acceptance of these Outcome Statements means that the Governing Council is accepting them as input from the Region into action and/or policy statements. The Outcome Statements, as accepted by this motion, are as follows:

- ACA and branches will develop and use one definition of professional counselor.
- ACA and branch members as professional counselors will be one profession with a variety of specialties.

- ACA will contribute financially to regions for leadership training.
- All ACA regions and branches will have an annual multicultural and diversity competency training for leaders.
- All ACA regions and branches will have trainers and entertainers who are sensitive to multicultural/diversity issues.

### Resolutions

Moved and seconded that: The Governing Council support the resolution adopted by the ACA Media Committee to recognize Sylvia Nisenoff. Motion passed by acclamation. (The resolution, as adopted, is attached to these Minutes as a part of Appendix I.)

Moved and seconded that: The Governing Council adopt the Resolution of Appreciation to Treasurer Betty Hedgeman. Motion passed by acclamation. (The resolution, as adopted, is attached to these Minutes as a part of Appendix I.)

Moved and seconded that: The Governing Council adopt the Resolution of Appreciation to Past President Joyce Breasure. Motion passed by acclamation. (The resolution, as adopted, is attached to these Minutes as a part of Appendix I.)

Moved and seconded that: The Governing Council adopt the Resolution of Appreciation to Parliamentarian Howard Smith. Motion passed by acclamation. (The resolution, as adopted, is attached to these Minutes as a part of Appendix I.)

Moved and seconded that: The Governing Council adopt the Resolution of Appreciation to Thelma Daley. Motion passed by acclamation. (The resolution, as adopted, is attached to these Minutes as a part of Appendix I.)

Moved and seconded that: The Governing Council adopt the Resolution of Appreciation to the ACA Foundation. Motion passed by acclamation. (The resolution, as adopted, is attached to these Minutes as a part of Appendix I.)

Moved and seconded that: The Governing Council adopt the Resolution of Appreciation to the ACA Insurance Trust. Motion passed by acclamation. (The resolution, as adopted, is attached to these Minutes as a part of Appendix I.)

Moved and seconded that: The Governing Council adopt the Resolution of Appreciation to Outgoing Governing Council Members. Motion passed by acclamation. (The resolution, as adopted, is attached to these Minutes as a part of Appendix I.)

Moved and seconded that: The Governing Council adopt the Resolution of Appreciation to Staff. Motion passed by acclamation. (The resolution, as adopted, is attached to these Minutes as a part of Appendix I.)

Moved and seconded that: The Governing Council adopt the Resolution of Appreciation to the Restructuring Task Force. Motion passed by acclamation. (The resolution, as adopted, is attached to these Minutes as a part of Appendix I.)

### Appointment of Treasurer-Elect

President-Elect-Elect Loretta Bradley submitted the name of Dr. Betty Hedgeman as her nominee for ACA Treasurer-Elect-Elect.

It was moved by Lee and seconded by Breasure that: The Governing Council accepts Dr. Bradley's nomination for Treasurer-Elect-Elect of ACA to be Dr. Betty Hedgeman. Motion passed by acclamation.

### **Quarterly Financial Report**

It was moved by Elmore and seconded by Kampfe that: The ACA Treasurer will write a quarterly report to be published in *Counseling Today* regarding the financial position of ACA including the fund balance of ACA.

Following some discussion, it was agreed by the maker and seconder that: This motion will be referred to the Financial Affairs Committee for study and that the Committee will report back to the Governing Council at its September 1997 meeting. Motion referred to Financial Affairs Committee.

### **Proposed Bylaws Amendment**

It was moved by the Bylaws Committee that: Article XV, Section 1 of the ACA Bylaws be amended to allow changes to the Bylaws during any regularly scheduled meeting of the Governing Council if the following criteria are met:

1. Proposed amendments may be originated by the Governing Council or presented at the Governing Council by a National Division, a Branch, a Region, an ACA Standing Committee (provided that the submitting entity is in compliance), 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 fifty members in good standing.
2. All such proposed amendments must be submitted in writing to the Bylaws Committee no later than eight weeks prior to the Governing Council meeting for which the change will be considered.
3. The Bylaws Committee will transmit to the Governing Council such proposed amendments with or without a recommendation regarding each change at least thirty days before the next meeting of the Governing Council.

Motion passed (14 for; 2 against). It is understood that the intent of this motion is that Bylaws amendments be done in a regularly scheduled meeting only and not in a conference call meeting.

### **Definition of Professional Counseling**

Professionalization Committee Chair Howard Smith presented the report of his Committee and outlined the Definition of Professional Counseling that is being submitted to the Governing Council for approval. He explained what the Committee had done to solicit input and gather background material to arrive at this Definition.

It was moved by Lee and seconded by Runion that: The Governing Council adopt the Definition of Professional Counseling as presented.

There was considerable discussion of the motion and a number of opinions were expressed both for and against the proposed Definition.

At the conclusion of the discussion, it was determined that there was no longer a quorum present, and therefore action could not be taken on the motion.

### **Adjournment**

The meeting of the ACA Governing Council was adjourned at 5:00 p.m., on April 9, 1997.

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