

CSHSE BY-LAWS

ARTICLE I NAME

Section 1.1 Name of Organization

The name of this organization, incorporated under the laws of Illinois, shall be “Council for Standards in Human Service Education,” hereinafter referred to as “The Council.”

Section 1.2 Registered Office & Agent

The Registered Office and Registered Agent of the Association shall continue as fixed in the Articles of Incorporation until changed by the Executive Board.

Section 1.3 Fiscal Year

The fiscal year of the Council shall end on the 30th day of June.

ARTICLE II PURPOSE

Section 2.1 Purpose of Organization

The Council is a non-profit corporation and is organized for the purpose of assuring the quality, consistency, and relevance of human service education programs through research-based standards and a peer-review accreditation process.

ARTICLE III MEMBERSHIP

Section 3.1 Membership Type

There shall be one class of membership in the Council: Voting Membership.

Section 3.2 Definition of Voting Member

A voting member is a human service education program that maintains current membership in the Council through the payment of annual dues. The Board of Directors shall at least every five years review the requirements for the membership and propose amendments if needed.

Section 3.3 Voting

Each voting member may cast only one vote on matters brought for consideration to the membership by the Board of Directors. Each member will designate one person to vote on behalf of the program and will notify the Secretary of the Council at the onset of the meeting who that voting representative is.

Section 3.4 Nominations and Election of Members-at-Large

Voting members shall participate in the nomination and election of the Members-at-Large of the Council.

Section 3.5 Membership Dues & Fees

The Board of Directors shall no less than every 3 years review and set annual dues for the membership in the Council and fees for the accreditation of human service education programs. Non-payment of annual membership dues will result in suspension of membership and, if accredited, suspension of accreditation.

ARTICLE IV COUNCIL MEETINGS

Section 4.1 Annual Meeting

An annual meeting of members shall be convened at a location and on dates selected by the Board of Directors, provided notice is given at least 30 days prior to the meeting.

Section 4.2 Special Meetings

A special meeting shall be convened upon; (a) receipt of a petition signed by not less than 25 percent of the voting members, (b) at the request of any two members of the Board of Directors or (c) by the President, with the approval of the Board of Directors. Members shall be notified of any special meeting and the items for consideration at least 15 days prior to the meeting.

Section 4.3 Notices

Whenever these Bylaws require notice to be given, such notice shall be in writing.

Section 4.4 Quorum

Twenty-five percent (25%) of current voting members shall constitute a quorum at any meeting of members. No less than three members of the Board of Directors must be present to conduct any business.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 Charge of Board

The Board of Directors shall manage the affairs and business of the Council and shall be vested with all the powers necessary to perform the business of the Council subject to applicable law, the Articles of Incorporation, and these Bylaws.

Section 5.2 Eligibility for Board Membership

Board members must come from a human service education program with voting membership in the Council. Executive Officers must be elected from among currently serving Members-at-Large or other Executive Officers.

Section 5.3 Board Composition

The Board of Directors shall consist of the current Executive Officers, the Members-at-Large, the Immediate Past President (who serves on the Board for one year immediately subsequent to leaving the office of President) and from one to three Public Members. The board shall consist of not less than eight or more than twenty persons.

Cultural competence is a foundation of ethical human service practice. Therefore, the Council strives to ensure that diversity is demonstrated in the composition of the Board with respect to but not limited to geographical perspectives, types of institutions, and program degree levels.

Section 5.4 Officers of Board and Council

The Officers shall be the same for the Board of Directors as for the Council

Section 5.5 Executive Officers

The Council Officers (President, Vice-President of Program Accreditation, Vice-President of Publications, Treasurer, and Secretary) are elected by the Board concurrent with the annual meeting. The term of office is four years. The election of officers occurs only in odd-numbered years, with the President, Vice President of Publications and Secretary being elected in one odd-numbered year, the Vice President of Program Accreditation and Treasurer in the next odd-numbered year.

Section 5.6 Members-at-Large

Members-at-Large are nominated based on specific qualities of the programs in which they represent including, but not limited to: associate degree, bachelor's degree, master's degree, online, and multiple sites. Their term of office is either two or four years. If the membership fails to nominate a candidate for one of these positions, the Board of Directors has the option of filling that position with a qualified person.

Section 5.7 Public Member(s)

Public Members represent the public in decision-making and policy setting and are elected by the Board of Directors to serve a four-year term. The Board shall have a minimum of one public member but no more than three. The Public Member shall attend all board meetings and shall vote on accreditation/reaccreditation issues and other board actions. The Public Member shall have no relationship or affiliation with a CSHSE member

program. Public Members shall be nominated by a current Board member and shall be elected by two-thirds vote of the Board.

Section 5.8 Term Limits

An individual may serve in a Board position for a maximum of three terms. The term limit does not preclude the individual from serving another three terms in different office, if elected.

Section 5.9 Ex-Officio Board Members

The Board may appoint up to five ex-officio members to serve at the pleasure of the Board in an advisory capacity.

Section 5.10 Board Vacancies

Vacancies on the Board of Directors shall be filled through appointment by the President, with the consent of a majority of the Board of Directors. Such appointees shall serve for the unexpired term of their predecessors.

Section 5.11 Board Meetings

The Board of Directors shall meet at least two times per year at a time and place designated by the President, provided that notice is given at least 15 days prior to such meetings. Should the President fail to call such a meeting, the meeting shall be held at the request of three or more members of the Board of Directors.

Section 5.12 Special Board Meetings

Special meetings of the Board of Directors may be requested by the President, any two Board members, or of at least 25% of the current voting membership. The notice of such meeting shall specify the time, place, and business items to be considered. The President determines the time and place for the meeting and sends the notification. Members of the Board shall be notified of any special meeting at least 72 hours prior to the meeting.

Section 5.13 Board Quorum

A quorum of the Board of Directors consists of a simple majority provided at least two of the current Executive Officers are in attendance.

Section 5.14 Board Action Without Meetings

Any action that may be taken at a regular or special meeting of the Board of Directors may be taken without a meeting provided all Directors give written consent to the action including via electronic mail and such written consent is filed with the Secretary.

Section 5.15 Board Responsibilities

- Serves as a Self-Study Reader and/or Site Visitor
- Provides consultation to Human Service programs seeking accreditation/reaccreditation.
- Participates in Board meetings three times a year when decisions for accreditation/ reaccreditation of Human Service programs are reviewed in addition to other board business.
- Actively serves on committees of the Board.
- Manages the affairs of the Council between meetings.

Section 5.16 Presumption of Assent

Any Board Member present at a Board meeting shall be presumed to have assented to an action taken at the meeting unless his/her dissent is entered in the minutes of the meeting or unless he or she files at the meeting or immediately after its adjourning his/her written dissent to the action with the Secretary of the meeting. This right to dissent shall not be available to a Board member who voted in favor of the action.

Section 5.17 Seal of the Council

The seal of the Council shall be in such form as the Board of Directors may determine. In the event it is inconvenient to use such a seal at any time, the signature with the words “Council for Standards in Human Service Education, A Non-Profit Corporation”, followed by the word “Seal”, enclosed in parentheses shall be deemed the seal of the Association. The seal shall be in the custody of the President.

Section 5.18 Removal of Board Member

A majority of the Board of Directors shall have the power to remove any member of the Board from office, with or without cause.

Section 5.19 Board Compensation

Members of the Board of Directors, including Executive Officers of the Council, and members of all standing and special committees serve without compensation, except that they may be reimbursed for reasonable and documented expenses incurred in the execution of the legitimate business of the Council. The compensation of any paid employee of the Council shall be determined by the President, subject to the approval of the Board.

ARTICLE VI COMMITTEES

Section 6.1 Executive Committee

The President, Vice-President of Program Accreditation, Vice-President of Publications, Secretary, and Treasurer shall constitute an Executive Committee and shall act for and manage the affairs of the Board of Directors between meetings of the Board, including all powers in these Bylaws or in the Articles of Incorporation specifically granted to the Board of Directors, and may authorize the seal of the Corporation to be affixed to all papers as required. The Executive Committee shall meet from time to time at the call of the President or of at least two of the members of the committee. All actions taken by the Executive Committee shall be recorded for review and approval by the Board at its next meeting.

Section 6.2 Executive Committee Alternates

The Board may designate one or more Directors as alternate members of the Executive Committee, to act in the place of any absent member or members at any meeting of the committee.

Section 6.3 Standing Committees

The standing committees of the Council shall be appointed by the President, subject to the approval of the Board, and shall serve for one year. Each such committee shall have a minimum of three members.

Section 6.4 Ad Hoc Committees

The President, with the consent of a majority of the Board of Directors, may create such other committees as are deemed necessary for the operations of the Council.

Section 6.5 Vacancies

Vacancies on any standing committee of the Board of Directors shall be filled through appointment by the President, with the consent of a majority of the Board of Directors. Such appointees shall serve for the unexpired term of their predecessors.

ARTICLE VII OFFICERS

Section 7.1 Titles of Executive Officers

The Executive Officers of the Council shall be: President, Vice-President of Program Accreditation, Vice-President of Publications, Secretary, Treasurer, and Immediate Past President.

Section 7.2 Elections of Officers

Election of Officers shall take place as described in Section 5.5.

Section 7.3 Holding Two Offices

Apart from the President, who may not hold a second office, other members of the Executive Committee may hold two offices simultaneously for a period to be determined by the Board.

Section 7.4 President

The President shall be the Chief Executive Officer of the Council. He/she shall: (a) preside at all the meetings of the members and of the Board of Directors, (b) supervise the business, property, and affairs of the Council, (c) see that all orders and resolutions of the Board of Directors are carried out, (d) execute actions on behalf of the Council, and (e) may affix or cause the seal to be affixed to all instruments requiring such execution.

Section 7.5 Vice President of Program Accreditation

The Vice President of Program Accreditation shall be responsible for all human service education program accreditation processes. In the event of the disability of the President and subject to the approval of the Board of Directors, the Vice President of Program Accreditation shall have all the powers and shall perform all the duties of the President. He/she shall also generally assist the President and exercise such other powers and perform such other duties as the President or the Board of Directors shall from time to time prescribe.

Section 7.6 Vice President of Publications

The Vice President of Publications shall manage all Council publications including but not limited to; the Bulletin, the Council brochure, monographs, letterhead and advertisements.

Section 7.7 Treasurer

Subject to the direction of the President, the Treasurer shall: (a) monitor all corporate funds and securities, (b) keep, or cause to be kept, full and accurate accounts of receipts and disbursements of the Council, (c) prepare and certify proper statements concerning the financial condition of the Council when requested by the Board of Directors, (d) account for his or her transactions as the fiscal officer for Council, and (e) oversee the deposit all monies and other valuable effects of the Council in the name and to the credit of the Council in such depositories as shall be ordered by the President and Board of Directors. The Treasurer shall perform other duties normally associated with the Office.

Section 7.8 Secretary

Subject to the direction of the President, the Secretary shall: (a) attend and keep minutes of all meetings of the Board of Directors and of the members, (b) provide notices of all regular and special meetings of the Board of Directors and the membership, and (c) maintain archival records of the Council, (d) create an e-newsletter with updates of recent board actions relative to the membership, and distribute to the membership.

Section 7.9 Immediate Past President

The Immediate Past President shall serve as an Executive Officer for one year following his/her term in office, act as an advisor to the President and carry out such duties as shall be assigned by the President.

Section 7.10 Delegation of Powers and Duties

Whenever the Board of Directors may deem it desirable, it may delegate the powers and duties of an officer to any other officer or officers or to any Director or Directors.

ARTICLE VIII VENDORS

Section 8.1 Vendors

Vendors shall be selected by the President with the approval of the Board and shall perform duties as are required by the Board.

ARTICLE IX INDEMNIFICATION

Section 9.1 Indemnification

The Council shall indemnify any person made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he/she, his/her testator, or intestate, is or was a member of the Board of Directors of the Council, or of any other corporation which he/she served in such capacity at the request of this Council, against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection with the defense of the action, suit, or proceeding or in connection with any appeal in it. The right to indemnification conferred by this section shall not restrict the power of the Council to make any indemnification permitted by law.

ARTICLE X PARLIAMENTARY AUTHORITY

Section 10.1 Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Council in all cases in which they are applicable.

ARTICLE XI AMENDMENT

Section 11.1 Amendment of Bylaws

The power to alter, amend or repeal these Bylaws, or to adopt new Bylaws, is reserved exclusively to the Board of Directors. The affirmative vote of a majority of all directors entitled to vote at a duly convened meeting of the Board being all that is necessary to exercise such power. Last amended and approved by the Board of Directors (June 2018 Board Meeting)

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