

**Accreditation Council for Genetic Counseling  
BY LAWS**

ARTICLE I. NAME AND PURPOSE

**Section 1. Name.** The name of the Corporation is The Accreditation Council for Genetic Counseling, INC. (hereafter known as ACGC).

**Section 2. Purposes.** The Accreditation Council for Genetic Counseling shall provide leadership by establishing standards for graduate level genetic counseling education in order to protect the interests of students, the public and the integrity of the genetic counseling profession through:

- a. Evaluating educational programs to ensure compliance with those standards;
- b. Accrediting genetic counseling training programs that meet the standards established by the ACGC;
- c. Receiving and administering gifts and grants of money and property of every kind and nature in accordance with and in furtherance of the purposes of the ACGC;
- d. Purchasing, receiving, leasing or otherwise acquiring, owning, holding, improving, using and otherwise dealing in and with real and personal property, or any interest therein wherever situated;

Notwithstanding anything to the contrary in the Articles of Incorporation or these Bylaws, the ACGC is organized to promote the common business interest shared by genetic counselors and genetic training and research facilities. It is not organized for profit and shall not engage in activities normally carried on for profit. Furthermore, no part of the net earnings of the ACGC shall inure to the benefit of any member, trustee, director, officer, or any other private individual except as for reasonable compensation for services rendered.

ARTICLE II. BOARD OF DIRECTORS

**Section 1. Composition of the Board**

- a. The management of the affairs of the ACGC shall be vested in a Board of Directors.
- b. The number of Directors shall be nine (9). The Board of Directors may increase or decrease this number, except this number shall never be less than three. No decrease in number shall shorten the term of any incumbent Director.
- c. New members of the Board of Directors will be elected by the current Board of Directors from a slate provided by the Nominating Committee.
- d. Upon election, each Director shall enter upon the performance of his or her duties as such on the first day of January following election and shall continue in office until his or her successor is duly elected and qualified.
- e. Vacancies in the Board of Directors occurring during the year shall be filled for the unexpired term by a majority vote of the remaining Directors at a regular meeting or any special meeting called for that purpose.

**Section 2. Election of Directors.** The Nominating Committee shall set forth a slate of candidates for election of Directors as is more specifically set forth below in Article VI. The current Board of Directors will vote during the annual meeting on the slate.

### **Section 3. Terms of Board Members**

- a. Each Director shall hold office for a term of three (3) years.
- b. No Director may hold office for more than 2 full consecutive terms.
- c. After serving two (2) full consecutive terms, a Director must be retired from the Board for at least 1 year before being eligible for re-election. Completion of less than half of an unexpired term of another Commissioner does not constitute a full term.

### **Section 4. Meetings of the Board.**

- a. **Notice of Meetings:** A regular meeting of the Board of Directors, for the election of officers and for the transaction of such other business as may properly come before it, shall be held annually. Other regular meetings will take place as determined necessary by the Board of Directors. Special meetings of the Board of Directors may be called at any time by the President. Notice of regular meetings shall be given at least thirty (30) days prior to any such meeting. **Notice of Special Meetings** shall be given at least fifteen (15) days prior to any such meeting.
- b. **Quorum:** At all meetings of the Directors, there shall be present a majority of the Directors in order to constitute a quorum. The act of a majority of Directors present at a meeting of which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by the Bylaws.
- c. **Use of communications equipment:** Any one or more members of the Board of Directors thereof may participate in a meeting of such Board of Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time and participation by such means shall constitute presence in person at the meeting.
- d. **Action in lieu of a meeting:** Any action required or permitted to be taken by the Board of Directors thereof may be taken without a meeting if a two-thirds majority of the members of the Board of Directors or the Committee consent in writing or via electronic communication to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors shall be filed with the minutes of the proceedings of the Board of Directors.

### **Section 5. Powers of the Board.**

- a. **Corporate assets:** All of the property of the ACGC whether, real, personal or mixed, given to it or held by it for the purpose of its incorporation, shall be controlled and managed by the Board of Directors.
- b. **Contracts:** The Board of Directors may enter into contracts, including, but not limited to, the power to employ staff, to employ office personnel, to employ consultants, to borrow money from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the ACGC for monies borrowed, or in payment for property acquired and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other indenture of trust or by other lien upon, assignment of or agreement in regard to all or any part of its property, rights and privileges, provided such action is consistent with the purposes and goals of the ACGC. The President shall be the contracting officer for the Board of Directors.
- c. **Funds:** The Board of Directors shall have charge of the funds of the ACGC and shall authorize investments and expenditures. The Board of Directors shall also formulate

program policies, fill such vacancies among the officers and directors as may occur until the next election for that position, and conduct such other business as may be desirable. The Board of Directors may act for the ACGC between annual meetings on all matters.

#### **Section 6. Establishment of policies and procedures.**

- a. **Policies:** The Board of Directors shall have full authority to establish policies, rules, regulations, requirements, and procedures for the accreditation or reaccreditation of programs. The Board of Directors shall circulate proposed policies, rules, regulations, requirements and procedures and/or any changes thereto to the Board of Directors at least three (3) days prior to the meeting at which the Board will vote on them. Upon approval of the Board of Directors, notice will be given to the accredited programs at least thirty (30) days prior to implementation.
- b. **Procedures:** The Board of Directors shall direct the establishment and implementation of criteria and procedures for its accreditation or reaccreditation.
- c. **Accreditation:** The Board of Directors shall accredit and reaccredit training programs that meet and comply the rules, regulations, requirements and procedures established by the ACGC. The ACGC shall confer accredited status on such programs. The ACGC may revoke accreditation of programs that do not meet and comply with the rules, regulations and requirements and that violate established policies or procedures or fail to respond in a timely manner to ACGC requests.
- d. **Other:** The Board of Directors shall carry out any other lawful activities deemed necessary to further the objectives of the ACGC.

**Section 7. Compensation** No Director shall receive compensation from the ACGC for services performed in his or her official capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses incurred in the performance of their official duties. Directors performing services for the ACGC which are not within the scope of their official duties shall be entitled to reasonable compensation for services rendered.

**Section 8. Fees.** The Board of Directors shall establish and maintain fee structures for membership, and accreditation or reaccreditation of programs, and such other activities as may be relevant to the conduct of business. The Board of Directors shall establish policies regarding refund and waiver of fees.

**Section 9. Removal.** One or more Directors may be removed, with or without cause.

(a) "Cause" shall include, but shall not be limited to, circumstances where the Director has had unexcused absences from two consecutive meetings or three out of six meetings of the Board of Directors; the Director has neglected or acted in derogation of his or her duty as a Director, has engaged in conduct prejudicial or detrimental to the interests of the organization, or has violated the Articles of Incorporation or these Bylaws.

(b) A Director may be removed by the affirmative vote of two-thirds of the currently seated Directors present at a properly convened meeting at which a quorum is present and for which written notice stating that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice is delivered to all Directors at least 30 calendar days prior to such meeting. Only the named Director(s) may be removed at such meeting.

## ARTICLE V. OFFICERS

**Section 1. Officers.** The President and Secretary/Treasurer of the ACGC shall be elected by the Board of Directors. The Committee Chairs shall be appointed by the President with approval by the Board of Directors.

**Section 2. President.** The President will be elected from the Board of Directors by vote to serve a 2 year rotation, as President for the first year and Past President the second year. The President shall preside at all meetings of the members of the ACGC and of the Board of Directors. The President shall appoint such committees as directed by the Board of Directors or prescribed by the Bylaws of the ACGC. Other committees and representatives may be appointed by the President with consent of the Board of Directors.

**Section 3. Past President.** The Past President shall assume office after completing his or her term as President. The Past President shall serve as the chair of the Nominating Committee and in other capacities as requested by the President.

**Section 4. The Secretary/Treasurer.** The Secretary/Treasurer (or designee) shall keep all minutes and records of the ACGC, file such reports as may be required of the ACGC, or the state or federal government. The Secretary/Treasurer (or designee) shall receive all fees and dues for the ACGC, make such investments and expenditures as authorized by the Board of Directors and deliver to the Board of Directors at the annual meeting a statement of receipts and expenditures. The Board of Directors shall maintain a Directors and Officers Liability insurance policy at all times. Properly detailed financial reports shall be presented quarterly to the Board of Directors and kept in the permanent records of the ACGC.

### **Section 5. Election of Officers.**

a. **Election of the President and Secretary/Treasurer and appointment of Committee Chairs.** At its annual meeting, the Board of Directors shall elect from among their number a President and Secretary/Treasurer. The Committee Chairs shall be appointed by the President and approved by the Board of Directors. Voting shall be done by secret ballot which the executive director shall count. Nominees receiving the highest number of votes shall be declared elected. Elected officers shall take office on January 1 following their election and shall serve for one (1) calendar year. Each may be reelected provided such service does not extend tenure on the Board of Directors beyond the term to which that person was elected.

b. **Succession of Officers and Committee Chairs**

In the event the President cannot complete his or her term of office the Secretary/Treasurer shall succeed to the Presidency as soon as it is determined by a majority of the Board of Directors the President cannot complete his or her term of office. The Secretary/Treasurer shall complete the remainder of the term of the President. In such event, a new Secretary/Treasurer shall be elected by the Board of Directors to fill that office until the next regular election for Secretary/Treasurer.

In the event the Secretary/Treasurer or, the Committee Chairs cannot complete his or her term of office, the Board of Directors shall designate one of their numbers to fill that office until a successor can be elected at the next annual meeting of the Board of Directors.

## ARTICLE VI. STANDING COMMITTEES

**Section 1. Standing Committees.** The seven (7) standing committees of the Board of Directors shall be (1) the Nominating Committee, (2) the Program Review Committee, (3) the Site Visitor Committee, (4) the Standards Committee (5) the Finance Committee, (6) the Grievance Review Committee, and (7) the Executive Committee. The members of the committees, except for the Executive Committee as defined below, shall be appointed by the President with the approval of the Board of Directors.

### **Section 2. Nominating Committee.**

- a. Six (6) months prior to each regular election, the Past President shall chair the Nominating Committee consisting of one (1) member of the Board of Directors and four additional appointed members. The Nominating Committee shall take office immediately upon appointment.
- b. At least four (4) months prior to the annual meeting of the membership, the Nominating Committee shall submit to the Executive Office a slate consisting of at least one (1) candidate for each position to be filled. Members of the Nominating Committee may not be candidates.
- c. The Board of Directors will vote on the slate.

### **Section 3. The Program Review Committee.**

The Program Review Committee shall be responsible for reviewing applications submitted by programs seeking ACGC accreditation to assess whether programs meet the standards of accreditation and make recommendation to the Board of Directors regarding the accreditation decisions. All decisions shall be subject to approval by the Board of Directors. The committee will be chaired by a member of the Board of Directors.

### **Section 4. The Site Visitor Committee.**

The Site Visitor Committee shall be responsible for recruiting and training new site visitors and organizing site visits. This involves arranging the travel of the site visitors, contacting the Program Directors to set up the schedule for the visit, and being the liaison between the programs and the site visitors.

### **Section 5. The Standards Committee.**

The Standards Committee shall be responsible for the development of proposed standards for the accreditation of training programs in genetic counseling and the periodic review thereof, all of which shall be subject to approval by the Board of Directors.

### **Section 6. The Finance Committee.**

- a. The Finance Committee shall develop an annual budget for Board of Director's approval, monitor the budget and make recommendations to the Board of Directors with regard to fiscal policies.

- b. Members of the Finance Committee shall be appointed by the President, and at the minimum include the President, the Secretary/Treasurer, one non-board member, the ACGC Executive Director (ex officio), and one other member of the Board of Directors.

**Section 7. The Grievance Review Committee.**

- a. The Grievance Review Committee shall be appointed annually to handle any complaints against the Board of Director's final accreditation actions.
- b. Members of the Grievance Review Committee shall be appointed by the President and shall consist of a maximum of four former members of the Board of Directors who previously served on the ACGC or the American Board of Genetic Counseling, Inc. Accreditation Committee including one former site visit team leader.

**Section 8. The Executive Committee.**

- a. The Executive Committee shall make all necessary decisions during the intervals between Board meetings to ensure the continuous functioning of the organization, subject to final approval of the Board of Directors.
- b. The Executive Committee shall consist of the President, Secretary/Treasurer, Program Review Chair and Past President.

ARTICLE VII. RULES AND REGULATIONS

**Section 1. Rules and Regulations.** The Board of Directors of the ACGC shall approve and publish the Standards on Accreditation and Reaccreditation (the "rules and regulations").

**Section 2. Accreditation.** The Standards regarding accreditation and reaccreditation shall be established by the members of the Board of Directors of the ACGC. These Standards shall include, but shall not be limited to, the requirements concerning the physical facilities and personnel, the available number of cases for clinical training, the curricular content, the provisions for revocation of accreditation and requirements for reaccreditation and payment of dues. The ACGC is responsible for evaluating individual programs and determining the accreditation status of new and existing graduate programs in genetic counseling.

ARTICLE VIII. FISCAL YEAR

**Section 1. Fiscal Year.** The fiscal year of the ACGC shall be the calendar year.

ARTICLE IX. AMENDMENTS TO THE BY-LAWS

**Section 1. Amendments.**

- a. These bylaws may be amended by the members of the Board of Directors at any regular meeting or at any special meeting called for that purpose, provided that a copy of the proposed amendment has been mailed to each Director at least 30 days prior to the date of such meeting.