

## AMENDED AND RESTATED

### Accreditation Council for Genetic Counseling BYLAWS

#### 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. Nonprofit Status.** ACGC is organized under the 501c3 designation and 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 program, trustee, director, officer, or any other private individual except as for reasonable compensation for services rendered. ACGC may receive and administer gifts and grants of money and property of every kind and nature in accordance with and in furtherance of the purposes of the ACGC; ACGC may purchase, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and personal property, or any interest therein wherever situated in accordance with an in furtherance of the purposes of ACGC.

**Section 3. Purposes.** The ACGC 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. Establishing Standards of Accreditation for Genetic Counseling graduate programs;
- b. Evaluating educational programs to ensure compliance with those standards;
- c. Accrediting Genetic Counseling graduate programs that meet the standards established by the ACGC.

#### ARTICLE II. RULES AND REGULATIONS

**Section 1. Rules and Regulations.** The Board of Directors of the ACGC shall approve and publish the Standards of Accreditation for Graduate Programs in Genetic Counseling (the "rules and regulations").

**Section 2. Accreditation.** The Standards of Accreditation for Graduate Programs in Genetic Counseling shall be established by 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 requirements for clinical training, the curricular content, the provisions for revocation of accreditation and requirements for reaccreditation and payment of fees. The ACGC is responsible for evaluating individual programs and determining the accreditation status of new and existing graduate programs in Genetic Counseling.

## ARTICLE III. 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 ten (10). The Board of Directors may increase or decrease this number, except this number shall never be less than three (3). 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 July following election and shall continue in office until his or her successor is duly elected and qualified.
- e. Vacancies in the Board of Directors shall be filled for the unexpired term by appointment of the president with ratification by the remaining officers and directors.

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

### Section 3. Terms of Board Members

- a. Each Director shall hold office for a term of four (4) years with option to renew for an additional two (2) years. No Director may hold office for more than two (2) full consecutive terms.
- b. After serving two (2) full consecutive terms, a Director must be retired from the Board for at least one (1) year before being eligible for re-election. When filling a vacancy, completion of less than half of an unexpired term of another Director 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. **Voting:** Members of the Board of Directors have a single vote. Votes may be cast verbally or in writing at a regular or special meeting. A simple majority of votes cast shall constitute a decision. In the event of a tie, the President shall cast the deciding vote.
- e. **Action in lieu of a meeting:** Any action required to be taken by a vote of the Board of Directors may be taken using a polling method distributed via email without a meeting if a two-thirds majority of the members of the Board of Directors vote in favor of 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 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 and conduct such other business as may be desirable.

#### **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 with 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. In

the event this occurs, Directors must observe the Conflict of Interest and Confidentiality policies.

**Section 8. Fees.** The Board of Directors shall establish and maintain fee structures for 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 for application 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 Conflict of Interest or Confidentiality policies, 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 IV. OFFICERS

**Section 1. Officers.** The Officers of ACGC are the President, the President-elect, the Past President, the Secretary/Treasurer, and the Executive Director (ex officio). The President-elect 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-elect.** The President-elect will be elected from the Board of Directors by vote to serve a 3-year rotation, as President-elect for the first year, President for the second year, and Past President the third year. The President-elect assumes the duties of the President in the temporary absence of the President, and performs any other duties as assigned by ACGC Bylaws and the Board of Directors. The President-elect automatically succeeds to the presidency for the proceeding term.

**Section 3. President.** The President shall preside at all meetings of the Board of Directors. The President shall appoint such committees and task forces 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 ratification by the Board of Directors.

**Section 4. Past President.** The Past President shall assume office after completing his or her term as President. The Past President shall serve in other capacities as requested by the President.

**Section 5. 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. Properly detailed financial reports shall be presented quarterly to the Board of Directors and kept in the permanent records of the ACGC.

**Section 6. Election of Officers.**

- a. **Election of the President-elect and Secretary/Treasurer and appointment of Committee Chairs.** At a regularly scheduled meeting, the Board of Directors shall elect from among their number a President-elect and Secretary/Treasurer. Voting shall be done by secret ballot which the ACGC Executive Director shall count. Nominees receiving the highest number of votes shall be declared elected. Elected officers shall take office on July 1 following their election and shall serve for one (1) 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. The Committee Chairs shall be appointed by the President and approved by the Board of Directors.
- b. **Succession of Officers and Committee Chairs.**

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

In the event the President-elect 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 V. STANDING COMMITTEES

**Section 1. Standing Committees.** The three (3) standing committees of the Board of Directors shall be (1) the Nominating Committee, (2) the Finance Committee, and (3) the Executive Committee. The president shall have the authority to appoint committees and taskforces as needed to conduct the work of the organization as directed by the Board of Directors. The members of the committees, except for the Executive Committee as defined below, shall be appointed by the President with the ratification of the Board of Directors.

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

- a. Four (4) months prior to each regular election, at least one director shall serve as Board liaison to the Nominating Committee consisting of four appointed Certified Genetic Counselors. The Nominating Committee shall take office immediately upon appointment.
- b. A minimum of two weeks prior to the regular election of the Board, 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 Finance Committee.**

- a. The Finance Committee shall monitor financial investments, work with an investment advisor under the guidance of the investment policy and make recommendations to the Board of Directors with regard to fiscal policies. The Finance Committee is responsible for ensuring financial responsibilities as outlined in policies and procedures. The Finance Committee is responsible for ensuring and reviewing audit processes and reports and other such financial responsibilities as outlined in policies and procedures.
- b. Members of the Finance Committee shall be appointed by the President, and at 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 4. The Executive Committee.**

- a. The Executive Committee has the full authority of the Board of Directors and shall make all necessary decisions during the intervals between Board meetings to ensure the continuous functioning of the organization. All such decisions are subject to reporting to the remaining Directors on or before the next regularly scheduled meeting.
- b. The Executive Committee shall consist of the President, President-elect, Secretary/Treasurer, Program Review Committee Chair, Past President or designee as agreed upon by the Board, and ACGC Executive Director (ex officio).

ARTICLE VI. FISCAL YEAR

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

ARTICLE VII. AMENDMENTS TO THE BY-LAWS

**Section 1. Amendments.** These bylaws may be amended by 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 distributed to each Director at least 30 days prior to the date of such meeting.

ARTICLE VIII. INDEMNIFICATION

**Section 1. Indemnification and Insurance.** Unless otherwise prohibited by law, ACGC may indemnify any director or officer, or any former director or officer and may, by resolution of the Board of Directors, indemnify any employee or other agent against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director, officer, employee, or other agent; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be either: 1) guilty of a criminal offense; 2) liable to ACGC or to a third party for damages arising out of his or her own negligence or misconduct in the performance of a duty to ACGC; or 3) liable on the basis that personal benefit was improperly received by him or her.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, employee, or other agent. ACGC may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, employee, or agent; provided, however, that such director, officer, employee, or other agent shall undertake to repay or to reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification under this Section.

The provisions of this Section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption.

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which such director, officer, employee, or other agent may be entitled under any statute, bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of ACGC to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him or her arising out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not ACGC would have the power to indemnify the person against liability under law.

ARTICLE IX. DISSOLUTION

The Corporation may be dissolved upon a four-fifths (4/5) vote of the members of the Board of Directors. Upon dissolution, distribution of the funds, income and property of the Corporation may be made to the National Society of Genetic Counselors, the American Board of Genetic Counseling, or to any charitable, educational, or scientific, organization, corporation, foundation, or community chest, or to other kindred institutions maintained and created for one or more of the foregoing purposes, provided that at the time of distribution, the payees or distributees are exempt from income taxation, and provided that gifts or transfers to the payees or distributees are then exempt from taxation under the provisions of Sections 501, 2055, and 2522 of the Internal Revenue Code or any later or other sections of the Internal Revenue Code which amend or supersede the said sections.

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**Approved by the Board of Directors**

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**June 17, 2024**

## CERTIFICATE OF SECRETARY

THIS IS TO CERTIFY that I am the duly elected, qualified, and acting Secretary of Accreditation Council for Genetic Counseling (ACGC), and that the foregoing Amended and Restated Bylaws were duly adopted as the Bylaws of such corporation by the Commission on June 17, 2024.

**Signature of Secretary:**


**Date:** June 17, 2024

Amendment Log	
Bylaws adopted	March 27, 2012
Board votes and terminology	March 2015
Amended to include non-profit status, rules and regulations, standing committees, indemnification, dissolution, terminology consistency, clarifications regarding typographical errors	April 2017
Amended to create the President-elect officer position and update officer terms	September 14, 2022
Amended to further clarify makeup of Executive Committee, the protocol for ascending from one officer position to another, and general text cleanup.	June 17, 2024