

MINNESOTA SCHOOL COUNSELORS ASSOCIATION

BYLAWS (revised 2004)

ARTICLE I: NAME AND PURPOSE

SECTION 1. Name. The official name of the association shall be the Minnesota School Counselors Association (MSCA) - an independent division of the American School Counselor Association (ASCA).

SECTION 2. Use of Name. The official name of the association as specified in Article 1, Section 1, and the official Logo as adopted by the Governing Board shall be employed in connection with all official business and communications pertaining to the association.

SECTION 3. Purposes. The purposes of the association shall be as follows:

- a. To foster a closer personal and professional relationship among school counselors and with professionals that have similar aims and interests.
- b. To advance the profession of school counseling in order to maximize the educational/academic, vocational, and personal-social growth of each student.
- c. To improve the standards of school counseling and the relationship with other student services personnel for students in elementary, middle, and/or junior high, secondary, and post-secondary settings.
- d. To assume an active role in helping people to understand and improve such services.
- e. To develop, implement and/or foster interest in career development programs.
- f. To engage in such activities as may promote the general social and economic welfare of its members.
- g. To support state legislation and policy which is in the best interest of licensed school counselors and the students of Minnesota.
- h. To be a legislative advocate for all students receiving licensed school counseling services.
- i. To publish scientific, educational and professional materials.

ARTICLE II: MEMBERSHIP

SECTION 1. Types of Membership. This association shall include three types of membership - Professional, Retired, and Student.

SECTION 2. Requirements of Membership. In order to qualify for one of the three types of membership an individual must meet the following requirements for the membership being sought.

- a. Professional membership. The member must hold a masters degree or higher in counseling or the substantial equivalent and be a school counselor licensed by the Minnesota Board of Teaching or must be engaged in counseling and guidance in a post-secondary school in Minnesota.
- b. Retired member. A member having reached the age of retirement shall be entitled to reduced annual dues and shall maintain all privileges of professional membership, except where noted in these bylaws.
- c. Student member. A student member must be engaged in a planned program of counselor education designed to result in a degree or certificate as a counselor. No person shall be eligible to be or continue as a student member who has held that status for a total of three years who is otherwise eligible to become a professional member.

SECTION 3. Membership Dues. Dues shall be set by the officers and governing board for all categories of members.

SECTION 4. Counselor Defined. The term “counselor”, wherever, used herein, shall include persons engaged for the requisite periods of study or employment at any level of education or employment related to counseling, guidance, or testing activities.

SECTION 5. Rights and Privileges. Professional, student, and retired members may vote on all matters coming before the Association. Subject to any limitations or exceptions otherwise stated herein, only professional members shall be eligible for elective office or appointment to the Governing Board.

SECTION 6. Severance of Membership.

- a. A member may be dropped from membership by action of the Governing Board for any conduct that tends to injure the association or adversely affects its reputation, or which violates principles stated in the Bylaws of MSCA. Any member charged with engaging in such conduct shall be given the opportunity to present evidence through witnesses and the opportunity to file an appeal and to have a hearing before the Governing Board, whose decision is final.
- b. A member may be dropped from membership for nonpayment of dues.

SECTION 7. Nondiscrimination Clause. There shall be no discrimination against any individual on the basis of ethnic origin, color, creed, religion, gender, sexual orientation, disabling condition, or age.

ARTICLE III: MSCA DIVISIONS

SECTION 1. Geographical Areas Into Divisions. The Minnesota School Counselors Association is divided into eleven geographical areas called Divisions. They are as follows: Anoka, Central, Lake Area, Minneapolis, Northeast, Northwest, Southeast, Southwest, St. Paul, St. Paul Suburban and West Central. The Governing Board of the Association shall have the power to change the number of Divisions and to reestablish the boundaries thereof.

SECTION 2. Organization of Divisions. Each Division shall have such officers as respective members shall determine, may hold meetings, establish rules for its government, and promote the purposes of this Association within its Division. The president of each Division shall represent the MSCA

members of their respective Division and are a voting member of the Governing Board of this State Association. If unavailable to attend an MSCA Governing Board meeting, the Division president will have a substitute attend the meetings to represent the MSCA membership interests of their Division. The substitute will vote on behalf of the Division. The substitute MUST be a member of MSCA and the Division they are representing.

ARTICLE IV: MSCA OFFICERS AND GOVERNING BOARD

SECTION 1. Officers (Executive Committee). The officers of MSCA shall be the President, President Elect, Immediate Past President, Secretary, Treasurer as well as the four Level Vice-Presidents.

SECTION 2: Powers and Functions.

- a. The Governing Board shall be the agency through which the general administrative and executive functions of the Association are affected. The Governing Board shall conduct the governance of MSCA but shall not take any action contrary to the bylaws adopted by the Membership. The President of the Association shall be the chairperson of the Governing Board.
- b. The Executive Committee shall conduct, manage, and control the business of the Association between its official meetings.
- c. The Governing Board has the authority to create policies to carry out the purposes of MSCA.
- d. The Governing Board shall have the power to establish regulations and application forms to determine whether applicants for membership meet the requirements for membership as specified by the bylaws.

SECTION 3. Governing Board Members and Terms of Office.

- a. The voting members of the MSCA Governing Board shall consist of the President, President-Elect, Immediate Past President, four Level Vice Presidents, eleven Division Presidents and seven Standing Committee Chairpersons appointed by the President for two-year terms.
- b. All officers of the Association shall be elected from the membership of the Association except as provided for in section 2. e. of this article.
- c. The President Elect shall serve one year as President-Elect, the succeeding year as President, and one additional year as Immediate Past President.
- d. Four Level Vice Presidents, a Secretary, and a Treasurer shall be elected by the membership and shall each serve a term of two years, except as provided for in section 2.e. of this article.
- e. An elected officer shall not be a candidate to succeed to the same office, with the exception of Secretary and Treasurer, who may succeed to that position for one additional term.
- f. The term of office for any elected officer of MSCA shall begin on July 1 and continue for a period of two years or until succeeded in office.

In the event that the president shall not complete the full term of office, the president-elect shall succeed to the unexpired president's term and continue through the year of the next term. In the event the president-elect should be unable to complete the president's unexpired term, the Executive Committee shall call for a special election of the president and president-elect to serve until the next election.

SECTION 4. Nominations and Elections of Governing Board Members.

- a. The president-elect shall be elected annually by ballot.
- b. Four level vice presidents shall be elected by the membership using the following procedure: The middle/junior high and post-secondary vice presidents shall be elected in even-numbered years; the senior high and elementary vice presidents shall be elected in odd-numbered years. Each member is entitled to vote for any or all of the four level vice presidents representing the four work settings.
- c. The secretary and treasurer shall be elected biennially on even-numbered years by ballot.
- d. The election of all officers shall be by secret ballot, mailed to, and so returned by individual members of the Association during the month of March.
- e. To be eligible for any office in the Association, including membership on the Governing Board, a candidate must be a professional member of MSCA, a member of their Division Association and are strongly encouraged to join the American School Counselor Association. They must be employed as a licensed counselor in the state of Minnesota. The Vice-Presidents are required to be employed at the level they represent. All the elected officers who may become ASCA delegates must be members of ASCA. The Nominations and Elections Committee shall verify the eligibility of those members nominated and shall select for placement on the election ballot the names of at least two candidate for each of the following positions: president & the four vice presidents.
- f. The Nominations and Elections Committee shall conduct elections according to MSCA policies that address nominations and elections.
- g. Nominations and Elections guidelines shall be developed by the Nominations and Elections Committee and approved by the Governing Board.
- h. If any elected officer should be unable to assume office on July 1 or should resign during his/her term of office, the next ranking candidate on the election return shall be asked to assume the office. If the candidate declines, the president, with the approval of the Governing Board, shall appoint the officer for the term or unexpired term.

SECTION 5. Duties of Governing Board Members.

- a. The duties of the President shall be:
 1. Presiding officer of MSCA in accordance with MSCA policies that address governance.
 2. A member and the chair of the Governing Board. The President shall appoint all necessary committee chairpersons, liaison representatives, all state representatives

to the ASCA Delegate Assembly, and perform such duties as are incidental to the office or as may be properly required by vote of the Governing Board. And shall be an ex-officio member on all committees.

3. Attend the ASCA Delegate Assembly/ Conference, the ASCA Leadership Development Institute and the ASCA Advocacy and Policy Institute. Reasonable expenses will be paid by MSCA.
 4. Be an individually paid member of MSCA and ASCA.
- b. The President-Elect shall:
1. Serve as a member of the Governing Board, shall chair the Nominations and Elections Committee and serve on the Membership Committee and on the Finance committee.
 2. Shall serve as the presiding officer in the President's absence in accordance with MSCA policies that address governance.
 3. Attend the ASCA Delegate Assembly/Conference and the ASCA Leadership Development Institute. Reasonable expenses will be paid by MSCA.
 4. Be an individually paid member of MSCA and ASCA.
- c. The Past-President duties shall be to chair the Awards Committee and to serve on the Finance Committee. Other duties can be assigned by the Governing Board. The term of office shall be the year immediately following the expiration of the presidential term. The Immediate Past President shall serve in accordance with MSCA policies that address governance.
- d. The Four Level Vice Presidents of the Association shall be responsible specifically for generating interest and activities within their four work settings, by: writing letters on the behalf of their level to state and federal leadership, submitting newsletter articles to MSCA Guidelines, attending MSCA "Day on the Hill", facilitating the Level Sharing Session at the MSCA Annual Conference, keeping current information to members on their MSCA webpage, etc. Also, each Level Vice President be may appointed by the President to serve as a committee chair of one standing committee or to attend committee meetings. The Vice Presidents shall serve as representative of the members in accordance with MSCA policies that address governance.
- e. The secretary shall serve as a member of the Governing Board. The secretary shall keep the records of all meetings of the Association (regular, special and the Executive Committee). The secretary shall assist in conducting official correspondence, shall carry out other such duties and activities appropriate to the office and shall preserve the papers and documents pertaining to the office of secretary. The secretary is to email a copy of the past meeting minutes to the Governing Board members before the next meeting is held.
- f. The treasurer shall serve as a member of the Governing Board. The treasurer shall perform such duties as may be directed by the Governing Board. A complete fiscal report shall be accessible to the membership on the MSCA website prior to the Annual

Conference/May meeting. The treasurer shall serve as chair of the Finance Committee. The treasurer shall keep accurate record of all business transactions.

SECTION 6. Compensation and Expenses of Officers. None of the officers of the Association shall receive compensation for services rendered. The necessary expenses of the officers and committee chairpersons may be paid from the funds of the Association by specific authorization of the President but within and following the budget adopted by the Governing Board. Any expenditure of MSCA funds for each line item in the budget, which for each year exceeds the budgeted amount, must have the prior approval of the Governing Board.

SECTION 7. Meetings.

- a. The Governing Board shall meet for its annual meeting the first day of the Annual Conference. In addition to the annual meeting the Governing Board shall meet at three other scheduled times each year; a fall meeting, a winter meeting and at the MSCA summer Leadership Development Institute. This schedule can be changed on a temporary basis by a majority vote of the Governing Board. The Governing Board may meet at additional times as designated by a majority of the elected officers or by a majority vote of the members of the Governing Board.
- b. A majority of the voting members of the Governing Board shall constitute a quorum.
- c. The members of the Governing Board attending meetings of the MSCA Board shall be paid mileage according to Board financial policy. A Governing Board member who lives over 150 miles from the site of the Governing Board meetings will be reimbursed for expenses to stay one night in a hotel. The amount shall be established by financial policy of the Governing Board.
- d. Voting. Each member of the Governing Board holds only one position on the Governing Board and has only one vote to cast on any issue. Voting by proxy is not allowed.
- e. The scheduled meetings of the Governing Board can be changed or canceled as needed on a temporary basis by a majority vote of the Governing Board.
- f. Governing Board members are required to attend all Governing Board meetings and other functions in accordance with MSCA policies that address governance.

ARTICLE V: BUSINESS AFFAIRS OF THE ASSOCIATION

SECTION 1. Fiscal Year. The fiscal year shall be from July 1 to June 30.

SECTION 2. Property of the Association. In the event the Association should be dissolved, none of its property shall be distributed to any of the members. Instead, all its property shall be transferred to such organization or organizations as the Governing Board shall determine to have purposes and activities most nearly consonant with those of the Association, provided, however, that such organization or organizations shall be exempt under Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of the Internal Revenue Laws.

SECTION 3. Parliamentary Authority. The parliamentary authority for the meetings of the Association shall be Robert's *Rules of Order* - Current Edition. Robert's Rules in addition to the bylaws facilitate all governance meeting. The chair as well as all group members should be versed in

parliamentary law. The secretary and past president are the parliamentarians for the Governing Board.

ARTICLE VI: COMMITTEES

SECTION 1. Standing and Special Committees. The committees of MSCA shall consist of Standing Committees and special committees appointed by the President and/or Governing Board. All committees shall file a written report with the Governing Board at its annual meeting. A special committee may serve for a period of one year.

SECTION 2. Standing Committees. The Standing Committees shall be:

- a. Career Development. Oversee and promote career education. Chair appointed by the President.
- b. Guidelines Editor and Committee. Editor appointed by the President and committee chaired by the Guidelines Editor.
- c. Human Relations/Ethics Committee. Oversee and promote human rights issues for MSCA. Review the professional standards and ethics of the MSCA annually and notify of deviations as specified elsewhere in this document; assist the membership in understanding the Associations' professional standards and ethical practices. Report unethical practices to the appropriate authorities. Chair appointed by the President.
- d. Membership Committee. Organize and implement methods and techniques to increase the membership of the Association. In addition, MSCA can engage an individual to process all MSCA membership and related duties as directed by the MSCA Membership Chairperson. A fee can be set by agreement with both the individual and the MSCA Governing Board. Chair appointed by the President.
- e. Government Relations and Public Policy Committee. Coordinate and oversee all legislative and government relation's activities with the approval of the Governing Board. Chair appointed by the President.
- f. Public Relations Committee. Oversee and coordinate all publications and public relations activities with the approval of the Governing Board. Chair appointed by the President.
- g. Technology Committee. Connect with and inform MSCA of new and current methods of technology which will enhance the profession of counseling and guidance and shall provide a variety of resources that will help licensed school counselors integrate technology into current program. They shall help organize technology workshops, review new software, and maintain a list of useful websites (in accordance with the technology policies of MSCA) to share with the membership. Chair appointed by the President.

SECTION 3. Special Committees. The Special Committees shall be, but not limited to:

- a. Annual Conference Committee. The Divisions rotate this committee to plan, develop and coordinate all MSCA annual conference activities and programs for the annual conference. The committee submits a final report to the MSCA Governing Board at the

fall meeting of the Governing Board and transfers funds to MSCA. Division assigned on a yearly rotating basis.

- b. Bylaws Committee. Review the Bylaws of the Association at least every five years or the year previous to when rotation for reviewal by ASCA is due. Make recommendations concerning revisions to the Governing Board. Chaired by the President-Elect.
- c. Finance Committee. Composed of the treasurer, immediate past president, president and president-elect. Chaired by the treasurer. Develop a yearly operating budget for consideration and revision, and eventual adoption by the Governing Board at the MSCA summer LDI. Suggest financial policy statements and make fiscal recommendations to the Governing Board.
- d. Nominations and Elections Committees. Fulfill duties as stated in Article IV, Section 4 (a) of these bylaws. Chaired by President-Elect.
- e. Professional Recognition Awards Committee. Recommend to the Governing Board criteria for awards; solicit nominations for the awards, select winners, present awards at the annual conference; publicize winners. Chaired by the past president.
- f. Student Services Coalition for Effective Education Representative. Appointed by the President.
- g. MACAC Representative. Served by the Secondary Vice President or appointed by the President.

ARTICLE VII: AMENDMENT PROPOSALS AND ADOPTION RULES

SECTION 1. Amendment Proposals. Proposed amendments to these Bylaws may be authorized or submitted in writing by the Bylaws Committee or over the signature of not less than 10 members in good standing not less than 30 days prior to the meeting at which the Governing Board has a first reading and discussion of the proposed amendment(s). Unless a special meeting of the Governing Board is approved and held, the proposed amendment(s) must be presented for a second reading at the next scheduled meeting of the Board and must be voted upon at said meeting of the Board.

SECTION 2. The Adoption of an Amendment. Proposed amendment(s) to MSCA Bylaws can be adopted by the following method: Amendments shall be discussed and finalized in new business and shall than be submitted for mail ballot. Such proposed amendments shall be available for review on the official MSCA website no less than (30) days following the date of presentation for a vote by the membership. Such proposed amendment(s) shall be referred forthwith to the Bylaws Committee whose written recommendation shall accompany any such mail ballots. The membership may vote by mail ballot for acceptance or rejection.

Amendments shall be discussed and finalized in new business and adopted or rejected by the Governing Board. The Governing Board may choose to submit any of the proposed amendments to the membership by mail for action. If the proposed amendments are not approved by the Governing Board they **MUST** be submitted to the membership by mail for acceptance or rejection. Such proposed amendments shall be available for review on the official MSCA website no less than (30) days following the date of presentation for a vote by the membership.

Such proposed amendment(s) shall be referred forthwith to the Bylaws Committee whose written recommendation shall accompany any such mail ballots.

ARTICLE VIII: INDEMNIFICATION

- SECTION 1. The Association shall indemnify each member of the Governing Board, as described in Articles V and VI, and each of its officers, as described in Article V, VI, and VII, for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.
- SECTION 2. The Association shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceedings, or an appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided that he or she acted in good faith for the purpose which he or she reasonably believed to be in the best interests of the Association and, in the case of criminal action or proceeding, in addition, had not reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Governing Board acting (1) by quorum consisting of Governing Board members who are not parties to such section or proceedings upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that, the Governing Board or officer has met the foregoing applicable standard of conduct. If the undergoing determination is to be made by the Governing Board, it may rely as to all questions of law on the advice of independent legal counsel.
- SECTION 3. Every reference herein to a member of the Governing Board or officer of the Association shall include every member and officer thereof or former member and officer thereof. This indemnification shall apply to all judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any member or officer of the Association might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.