

# Vermont School Counselor Association By-Laws

Revised 7.9.19

## ARTICLE I: NAME AND PURPOSE

Section 1. Name: The name of the association shall be The Vermont School Counselor Association (VTSCA). VTSCA is a chartered state division of the American School Counselor Association.

Section 2. Mission and Purpose: The Vermont School Counselor Association expands the image and influence of professional school counselors through advocacy, leadership, collaboration and systemic change. VTSCA empowers professional school counselors with the knowledge, skills, connections, and resources to promote student success in the school, the home, the community, and the world.

## ARTICLE II: MEMBERSHIP

Section 1. Types of Membership: This Association shall include four types of membership: Professional, Student, Retired and Affiliate.

Section 2. Requirements of Membership: In order to qualify for one of the four types of membership, the following requirements must be met for each category of membership being sought:

Professional Membership: School counseling professionals who hold a masters degree or higher in counseling or the substantial equivalent are eligible for Professional Membership.

Student Membership: Student members of VTSCA shall be, at the time of application, students who are currently matriculated in a graduate program of study leading toward an advanced degree in school counseling.

Retired Membership: School counseling professionals who would be eligible for professional membership but are in retirement are eligible for retired membership.

Affiliate Membership: Affiliate membership shall be open to any professional whose position is related to or supports the mission of the VTSCA.

Section 3. Dues: Dues shall be reviewed and determined annually by the Executive Board.

Section 3a. Executive Board and Committee Chair Dues: People holding an Executive Board or Committee Chair position do not need to pay membership dues during the term that they are in office. If an Executive Board member or Committee Chair are unable to fulfill their responsibilities for their term they will be issued an invoice for membership dues.

Section 3b. Past Presidents: VTSCA Past Presidents will be awarded with lifetime membership once their Presidential term is completed and they have served an additional two years on board.

Section 4. Rights and Privileges: Members must be in good standing to be eligible for rights and privileges of membership, including the payment annually of dues, and maintaining appropriate professional conduct. Only professional and retired members may vote on matters pertaining to the business of the association; professional or retired membership is required to hold elective office in the association.

Section 5. Severance of Membership: Association members may be dropped from membership for nonpayment of dues, revocation of license, credential or certification or violations of the American School Counselor Association's Ethical Standards for School Counselors.

Section 6. Nondiscrimination: The VTSCA does not knowingly engage in or support activities which discriminate on the basis of race, color, religion, national origin, affectional or sexual orientation, disability, age, or any basis as addressed in ASCA's Ethical Standards for School Counselors.

### **ARTICLE III. EXECUTIVE GOVERNING BOARD**

Section 1. Composition. The Executive Board shall consist of the elected and appointed officers of the Association, as well as the chairs of the standing committees.

Section 2. Powers and Functions. The Executive Board shall:

1. Meet a minimum of 4 times a year to conduct the business of the Association.
2. Establish policies to govern the affairs of the Association
3. Formulate operational policies for executive board action
4. Act on the reports of the officers and committee chairs
5. Adopt and amend the bylaws for presentation to the membership
6. Exercise such other powers and functions as may be necessary or desirable to carry out the business of the Association, not in conflict with the by-laws.
7. Establish broad, long-term professional directions for the Association.

8. Each member of the Executive Board shall have voting privileges on items brought before the board.

#### **ARTICLE IV. ELECTED AND APPOINTED OFFICERS**

Section 1. Elected Officers: The elected officer of the VTSCA shall be the President and President-elect. The President-elect shall be voted in by membership the year prior to Presidency.

Section 1a. Elections: The election of officers shall take place at the annual conference among the eligible members of the Association.

Section 1b. Term of Office: The President shall serve a two year term and take office on the July 1 following a year as President-elect.

Section 1c. Removal from Office: An elected officer may be removed from office, for cause, by a two-thirds majority vote of the membership. A temporary appointment to that position will be made by the Executive Board at its next meeting.

#### Section 2. Duties of Officers.

Section 2a. The officers of the Association shall include the President, President-elect, immediate Past-President, Treasurer, and Secretary.

Section 2b. The President shall serve as the presiding officer of the Association and shall appoint all committees and fill vacancies as necessary to conduct the business of the Association. The President shall serve as a delegate to the ASCA Delegate Assembly.

Section 2c. The President-elect shall assume and perform the duties of the President in the event of the president's absence, death, or resignation. The President-elect shall automatically succeed to the office of President upon the expiration of the President's term. The President-elect shall also serve as VTSCA's second delegate to the ASCA Delegate Assembly.

Section 2d. The immediate Past-President shall remain as a member of the executive board for 2 years, and shall be the first alternate to serve as a delegate to the ASCA delegate Assembly, and to serve in such other duties as requested by the President. The immediate Past-President shall be responsible for the supervising and organizing the election of the officers at the annual conference. If immediate Past-President is not available, follow chronological order of previous Past-Presidents starting with most recent.

Section 2e. The Secretary shall be appointed, or reappointed by the President at the first business meeting following the annual election and shall be

responsible for recording the official minutes of the meetings of the Executive Board and distributing them to members of the Executive Board within 7 days.

Section 2f. The Treasurer shall be responsible for maintaining accurate records reflecting the financial status of the association, including making timely deposits, paying bills, and providing the President and Executive Board with a treasurer's report at each executive board meeting. The Treasurer will also prepare a simplified report to the membership at the annual conference and business meeting.

Section 6. Vacancies: The President shall seek interested members to be appointed to fill any vacancy on the Executive Board created after the annual election, and present names to fill said vacancies to the next meeting of the Executive Board, where a majority voting in the affirmative will approve such appointment. The appointment will become effective immediately upon the vote.

## **ARTICLE V. MEETINGS**

Section 1. Annual Meeting. The annual business meeting of the VTSCA will be held in conjunction with the annual conference and presided over by the President

Section 2. Executive Board Meetings. Will be conducted at least 4 times a year, as scheduled by the President. At least one meeting will be scheduled in the fall and another one in the spring. Remaining meetings will be scheduled during the year as needed to conduct the business of the Association.

Section 3. Meeting Minutes. The Association business conducted by the Executive Board will be posted on the VTSCA website within 7 days.

Section 4. Open Meetings. The meetings of the Executive Board will be open to active members of the Association. Executive Board meeting dates and locations will be posted on the VTSCA website.

Section 5. Quorum. A majority of the members present at any annual meeting or executive Board shall constitute a quorum to conduct business.

## **ARTICLE VI. COMMITTEES**

Section 1. Standing Committees: The standing committees of the Association and their duties shall consist of:

- a. Communications and Public Relations – the chair and committee will oversee and supervise the publication of the newsletter which will be published 3 times a year, monitor and update the website on a

regular basis, and disseminate information about VTSCA's goals, projects and upcoming events to stakeholder audiences. .

- b.
- c. Membership – the membership chair and committee shall annually seek to increase association membership, and provide a status report on membership at each executive meeting. They will also insure that the membership list is current and accurate.
- d. Post-secondary – the committee shall consist of the appointed representatives from the counselor preparation programs within the state of Vermont, and will update the executive board on issues from the post secondary arena of school counseling.
- e. Professional Development and Conference Chair – the chair and committee will plan and conduct an annual professional development conference within the allocated budget, and provide a status report at each executive meeting on progress of the conference. In addition, the committee shall keep membership up to date on professional development opportunities relevant to the school counseling field.
- f. Advocacy, Public Policy and Legislation – the chair shall keep the executive board and membership aware of current legislative initiatives and proposed legislation that would have an impact on the role of school counselors in the state of Vermont.
- g. Awards and Recognitions – shall operate as a subcommittee of the Communications and Public Relations committee, soliciting member nominations for the various awards to be presented during National School Counselor Week and recognize at the annual conference.
- h. Bylaws and Ethics – the Bylaws chair shall be appointed by the President annually and shall be the primary reviewer, in conjunction with the executive board to submit any proposed revisions to the by-laws.

Section 2. Committee Chairs will be appointed annually by the President in conjunction with the Executive Board and will prepare a committee report and update at each scheduled meeting of the Executive Board.

Section 3. Ad Hoc Committees will be appointed as needed by the President.

## **ARTICLE VII FINANCIAL PLANNING AND BUDGETING**

Section 1. The fiscal year of the Association shall begin July 1 and end June 30, coinciding with the terms of newly elected officer, and the treasurer will annually prepare a treasurer's report reflecting the financial status of the Association

Section 2. The Executive Board will request and review the status of the Association's finances at each of its meetings. In addition, the Executive Board will establish an annual budget based on a review of the annual income and expenses for the previous year.

Section 3. An audit of the treasurer's books may be requested and initiated by a majority vote of the Executive Board.

#### **ARTICLE VIII RULES OF ORDER**

Section 1. Adoption. The association has adopted Robert's Rules of Order, Revised as its Parliamentary authority, which shall govern the proceedings of all bodies of the Association.

#### **ARTICLE IX ADOPTION AND AMENDMENT OF THE BY-LAWS**

Section 1. Adoption. The by-laws of the VTSCA shall be adopted by a majority vote of the membership.

Section 2. Amendment. Any Association member may present an amendment to the by-laws to any member of the Executive Board. The Executive board will then review and make a recommendation for amendment, or not, and present such decision at the next annual meeting of the full membership to be voted on. A majority vote in the affirmative is required to amend the by-laws, and upon such vote, the amended by-laws will take effect.

Section 3. Publication. Any amendment to the by-laws presented to the membership and voted in the affirmative will be published in the next issue of the Association newsletter and reflected in the updated by-laws printed and distributed at the next annual meeting. Any member may request a copy of the by-laws at any time from the association secretary.

#### **ARTICLE X ASCA Charter Relationship and Dissolution Procedures**

Section 1. ASCA Chapter Relationship. VTSCA has been granted a Division Charter by the American School Counselor Association (ASCA) and all VTSCA bylaws and governance documents are reviewed by ASCA for compliance with ASCA bylaws. VTSCA's Representatives for the ASCA Delegate Assembly are outlined in the VTSCA policy and procedural manual.

Section 2. Revocation of Charter. ASCA may revoke the VTSCA Division Charter following due process as set forth in ASCA policies and procedures.

Section 3. Dissolution of VTSCA. In the event of the dissolution of the VTSCA, a Vermont non-profit corporation, the net assets of the organization shall be distributed as follows:

1. All liabilities and obligations shall be paid, satisfied, and discharged or adequate provisions shall be made thereof.
2. All remaining assets shall be transferred to any non-profit corporation with similar purposes as determined by the Executive Board.

## **ARTICLE XI INDEMNIFICATION**

SECTION 1. The Association shall indemnify each member of the Governing Board and each of its officers, as described in Article III 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 member of the Governing Board and its 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 VTSCA's best interests and, in the case of criminal action or proceeding, in addition, had no 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 VTSCA member or officer might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.