

# Bylaws of the Indiana School Counselor Association

Revision Passed November 7, 2014

## ARTICLE I – NAME AND PURPOSE

Section 1. The official name of the association shall be the Indiana School Counselor Association (ISCA), a division of the Indiana Counseling Association (ICA) a branch of the American School Counselor Association (ASCA), and an affiliated division with the Indiana Association for Career and Technical Education.

Section 2. The primary goal of the Indiana School Counselor Association is to encourage, enhance, and promote the work of school counselors as a vital link in the educational experience of students. The major focus is to assist students, pre-kindergarten through post secondary, in maximizing their academic, career, and social-personal educational experiences. Additional purposes of the association shall be of equal importance:

- a. Initiate and support the improvement of developmental, transforming school counseling programs;
- b. Develop and distribute supportive information for the delivery of school counseling programs;
- c. Promote and publish research related to school counseling;
- d. Develop and promote legislation and policy regarding the work of school counselors and educational programs;
- e. Support and encourage continuous improvement in the standards for the education of school counselors;
- f. Promote the continuing professional development of school counselors;
- g. Promote ethical standards for school counselors; and
- h. Encourage cooperation and collaboration with appropriate associations, agencies, and community groups regarding school counseling.

## ARTICLE II – MEMBERSHIP

Section 1. Types of Membership. This association has five types of membership: Professional, Emeritus, Student, Affiliate, and Allied.

Section 2. Requirements of Membership. To qualify for one of the five types of membership, an individual must meet the following requirements for the membership being sought.

- a. Professional Membership: Professional members must hold a Master's degree or higher in counseling or a closely related field and meet one or more of the following requirements:
  1. Be certified as a school counselor by the State of Indiana
  2. Be employed as a school counselor or supervisor of school counselors; or
  3. Be employed as a counselor educator in a graduate program that prepares school counselors
- b. Emeritus Membership: Members in retirement shall maintain all the privileges of professional membership.
- c. Student Membership: Persons holding student status at a college or university, who are actively pursuing an interest in school counseling or closely related field shall have all the privileges of professional members.
- d. Affiliate Membership: Affiliate memberships are available for individuals interested in school counseling, but not eligible for any other type of membership.
- e. Allied Membership: Corporations or businesses interested in supporting the goals of ISCA may become Allied Members.

Section 3. Dues. Dues shall be set by the Governing Board for all categories of members.

Section 4. Rights and Privileges. Rights and Privileges may vary with type of membership.

- a. Professional, Emeritus, and Student members may vote on all matters coming before the Association.
- b. Professional and Emeritus members are eligible to hold office in the Association, and those who are members of ASCA shall be eligible to serve as delegates to the ASCA Delegate Assembly.
- c. Affiliated and Allied members may not vote on matters coming before the Association, are not eligible to hold office in the Association and may not serve as delegates to the ASCA Delegate Assembly.

Section 5. Severance of Membership. Severance of Membership may occur under certain conditions.

- a. A member will be dropped from membership for nonpayment of dues.
- b. There shall be no discrimination against any individual on the basis of ethnic origin, color, creed, sex, affectional or sexual orientation, disabling condition, or age.

### ARTICLE III – OFFICERS

Section 1. Officers and Terms of Office

- a. The officers of the Association shall be a President, President Elect, President Elect-Elect, Immediate Past President and four Level Vice Presidents.
- b. The President Elect shall automatically become President of the Association one year after the commencement of the term of office as President Elect, or upon the death, resignation, or upon removal from office of the President, and acting President when the President is unable to fulfill the duties of the office.
- c. The President Elect-Elect shall automatically become President Elect of the Association one year after the commencement of term of office as President Elect-Elect, or upon the death, resignation, or upon removal from office of the President Elect.
- d. The President Elect-Elect shall be elected at large by the current membership as described by Article III, Section 3.
- e. The Immediate Past President shall serve for one year following the expiration of the term of President.
- f. The Executive Director and four Level Vice-Presidents shall be recommended by the President and appointed by the governing Board for a one-year term.
- g. The four Level Vice Presidents shall be employed in the work setting to be represented.
- h. The term of office for any elected official shall be June 1— May 31 each year.

Section 2. Election of Officers. The Nominations and Elections committee shall be chaired by the Immediate Past President and shall make nominations and conduct elections according to the Association policies.

Section 3. Election Procedure. Elections shall be conducted under the following guidelines:

- a. A statewide call for candidates shall be mailed via US Postal Service or electronically to all members of the Association, or published on the association's website with notification mailed via US Postal Service or electronically to all members of the Association.
- b. Two or more candidates shall be nominated for each elected position, except where only one is found. Nominations will be accepted from the floor if nominee meets eligibility requirements and accepts nomination.
- c. Nominations and elections shall be in accordance with guidelines developed by the Nominations and Elections Committee and approved by the Governing Board.

- d. The Governing Board shall have the authority to fill any vacancy for which there are no other provisions.
- e. The President Elect-Elect shall have a minimum of one year on the Governing Board.

Section 4. Duties of Officers. Duties of officers shall be as follows:

- a. During the term of office, the President shall serve as the presiding officer of ISCA and as an ISCA representative to the ICA Governing Council and serving as the voting member of ICA.
- b. Both the President Elect and the President Elect-Elect shall perform such duties as are incidental to the office, or as directed by the Governing Board. In the absence of the President, the President-Elect will be a voting member of ICA.
- c. The immediate Past President shall perform such duties as may be directed by the Governing Board and shall chair the Nominations and Elections Committee.
- d. The level Vice Presidents of the Association shall be responsible specifically for generating interest and activities within their respective level settings.
- e. The President Elect-Elect shall maintain the records of the Association and shall perform such other duties as are incidental to the office.
- f. The Executive Director shall perform such duties as directed by the Governing Board.

Section 5. Removal from Office. An elected officer or member of the Governing Board may be removed from office, for cause, by two-thirds majority vote of the Governing Board.

#### ARTICLE IV – GOVERNING BOARD

Section 1. Composition, Nomination, and Elections of the Governing Board.

- a. The Governing Board shall be composed of the ISCA officers and committee chairs. The Executive Director shall be an ex officio member without a vote.
- b. Each Governing Board member is a voting member, with the exception of the Executive Director.

Section 2. Powers and Functions. The Governing Board shall conduct the business affairs of the Association.

Section 3: Meetings. Meetings will be held as follows:

- a. The Governing Board shall meet as determined by the Executive Committee, with a minimum of one meeting per year.
- b. A majority of members of the Governing Board must be present to constitute a quorum, unless otherwise defined.
- c. The reasonable expenses of Board Members when attending meetings of the Board shall be paid from Association funds.

#### ARTICLE V – EXECUTIVE COMMITTEE

Section 1. Composition and Function.

- a. The Executive Committee of the Governing Board shall consist of the President, President Elect, President Elect-Elect, and the Immediate Past President. The Executive Director shall be an ex officio member without vote.
- b. The Executive Committee shall act for the Governing Board during the intervals between its meetings but within the limits of any decisions or policies adopted by the Governing Board.

#### ARTICLE VI – OPERATIONAL STRUCTURES

Section 1. Committees. The committees of the Association shall consist of standing and special committees. With the approval of the Governing Board, the President shall form special committees and appoint committee chairs to serve during the President's term of office. The Immediate Past President shall chair the Nominations and Elections Committee.

Section 2 – Standing Committees. The standing committees shall be:

- a. Bylaws. Annually review the bylaws of the Association and make recommendations concerning revisions to the Governing Board.
- b. Ethics. Annually review the ethics of the Association and assist the membership in understanding ethical practices.
- c. Finance. The Executive Committee shall serve as the Finance Committee. The finance committee shall develop a budget to be approved by the Governing Board.

Section 3 – Other Committees. Special committees, task forces, partnerships, and other committee structures may be created to address the goals of the Association and in response to ongoing planning and critical needs of the membership. Such committees must be approved by the Governing Board.

## ARTICLE VII – BUSINESS AFFAIRS OF THE ASSOCIATION

Section 1. Fiscal Year. The fiscal year will begin on July 1 and end on June 30 of the following year.

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

Section 3. Annual Meeting. The President of the Association shall call an annual business meeting. The time and date of the business meeting shall **be published at least 30 days in advance**. Twenty-five members of the Association including a majority of the governing Board members must be present to constitute a quorum. Members in good standing with the Association shall be entitled to vote in absentia or by proxy in elections and/or bylaws amendments. These items will be published to the Association's website 10 days prior to the Annual Meeting. Members wishing to vote absentee/by proxy must contact the Immediate Past President at least 3 days prior to Annual Meeting. Absentee votes/proxy requests will be accepted electronically or in writing by the Immediate Past President prior to the Annual Meeting.

## ARTICLE VIII – INDEMNIFICATION

Section 1. The Association shall indemnify each member of the Governing Board, as described in Articles III and IV, and each of its officers, as described in Article III, IV, and V, for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provisions in these Bylaws, in a manner and to the extent permitted by the applicable law.

Section 2. The Association shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amount paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such actions 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 in the manner hereinafter provided that he or she acted in good faith for the purpose which he or she reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only of 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 of proceedings upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing if independent legal counsel, that, the governing Board or officer has met the foregoing application 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 and 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 members and officer therefore. This indemnification shall apply to all judgment fines, amounts in settlements, and reasonable expenses described about 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.

#### ARTICLE IX – ADOPTION AND AMENDMENT OF BYLAWS:

Section 1. Amendments and Adoptions. The Bylaws may be amended by majority vote of the members present at the annual business meeting as provided for in this section.

- a. An amendment shall be proposed in writing to the Bylaws Committee by the Governing Board or over the signature of twenty-five members in good standing not less than **60** days prior to the annual business meetings.
- b. Copies of amendments proposed under the provision of the foregoing paragraph shall be mailed via US Postal Service or electronically to members of the Governing Board not less than **45** days prior to the annual business meeting.
- c. Copies of the proposed amendments named above shall be mailed via US Postal Service or electronically to members of the Association, or published on the association's website with notification mailed via US Postal Service or electronically to all members of the Association, not less than **30** days prior to the annual meeting.

Section 2. Publications. The Bylaws of this Association shall be published in their entirety from time to time and shall be available to any member upon request.

#### ARTICLE X – PARLIAMENTARY AUTHORITY

Section 1. The parliamentary authority for the meetings of the Association shall be the most recent edition of Robert's Rules of Order.

Section 2. Quorum, unless otherwise defined, a quorum shall be one over half of the members of the board or a majority.