

BYLAWS

MONTANA SCHOOL COUNSELOR ASSOCIATION

Revised 2008

ARTICLE I

NAME AND MISSION

SECTION 1.

The name of the Association shall be the Montana School Counselor Association (MSCA). MSCA is a chartered as a state division of the American School Counselor Association (ASCA).

SECTION 2.

The mission of the Montana School Counselor Association is to empower professional school counselors in the State of Montana with the knowledge, skills, connections, and resources to promote student success in the school, the home, the community, and the world. MSCA is committed to representing professional school counselors and to promoting professionalism and ethical practices.

ARTICLE II

MEMBERSHIP

SECTION 1. Classes and Types of Membership.

This Association shall include four classes of membership: professional, retired, student, and supporting.

SECTION 2. Requirements of Membership.

The following requirements must be met to qualify for the respective types of membership.

- a. **Professional Membership.** A Professional member must hold a master's degree or higher or the substantial equivalent and meet one or more of the following requirements: the member must hold a school counselor or guidance certificate or license from Montana; be employed as a school counselor or supervisor of school counselors; or be employed as a counselor educator in a graduate program that prepares school counselors.
- b. **Retired Members.** Members in retirement shall maintain all the privileges of Professional membership.
- c. **Student Membership.** Student members must be engaged in a planned program of counselor education designed to result in a degree which will make them eligible for a certificate as a Montana school counselor.
- d. **Supporting Membership.** Any person who subscribes to the purposes and ideals of the Association and who wishes to support its goals, but is not eligible for any other type of membership.

SECTION 3. Dues.

- a. Annual Association dues shall be recommended by the Executive Board and approved by a simple majority of the voting membership.
- b. Dues for Association membership shall be paid to the treasurer on an annual basis. The membership year shall run from October 1 through September 30. Dues received after March 31 shall apply to the following membership year.

SECTION 4. Rights and Privileges.

All members may vote and initiate motions at parliamentary proceedings. Professional and Retired Members shall be eligible to hold office in the Association.

SECTION 5. Severance of Membership

- a. A member may be dropped from membership for any conduct which violates principles stated in the Bylaws or Ethical Standards of ASCA which may or has resulted in the revocation of their certification or licensure. Members charged with engaging in any such conduct shall be given the opportunity to present evidence on their behalf through witnesses or otherwise, and shall be given the opportunity to confront witnesses against them in a hearing before the Executive Board whose decision will be final.
- b. A member shall be dropped from membership for nonpayment of dues.

SECTION 6. Non-discrimination. The Montana School Counselor Association does not knowingly discriminate on any basis as addressed in ASCA's Ethical Standards for School Counselors.

ARTICLE III

MSCA OFFICERS

SECTION 1. Officers and Terms of Office.

- a. The officers of the Association shall be the President, President-Elect, Past-President, four grade level Vice-Presidents, Secretary, and Treasurer.
- b. All officers of the Association, except the Secretary and the Treasurer, shall be elected at large from among the eligible members of the Association.
- c. The President-Elect shall automatically become President of the Association at the meeting concluding the President's term, or upon the death or resignation of the President.
- d. The Past-President shall serve for two years following the expiration of his/her term as President.
- e. The Secretary and Treasurer shall be appointed by the President, with the approval of the Executive Board, and shall serve a concurrent term with the President who appoints them.
- f. Level Vice-Presidents shall represent four work settings: elementary, middle/junior high, high school, and K-12. A person elected to be Vice-President should be employed as a counselor in the work setting to be represented.
- g. The term of office of any elected officer of the MSCA shall begin October 1 and shall continue for a period of two years or until a successor takes office.
- h. An elected officer desiring to run for more than one term in the same office must be re-elected by the general membership of the Association.
- i. An elected officer shall not serve more than two consecutive terms in the same office unless serving the unexpired term of a resigned or deceased officer.

SECTION 2. Nominations and Elections of Officers

- a. The President-Elect shall be elected every two years by secret ballot, distributed to and so returned by voting members of the Association.
- b. The Vice-Presidents shall be elected every two years by secret ballot, distributed to and so returned by voting members of the Association.
- c. Only professional members and retired members may hold office in the Association, including the ASCA Delegate Assembly. The President and President-Elect are required to be members of ASCA and other board members are encouraged to be.
- d. The Nominations and Elections Committee shall issue a call to all members of the Association for nominations of officers for the coming year. Nominations must be received by a date set by the Executive Board.
- e. If any officer-elect should be unable to assume office by the beginning of the Association's fiscal year or to complete the term of that office, the President, with the approval of the Executive Board, shall appoint a replacement to serve for the remainder of the unexpired term. The Executive Board shall have the authority to fill any vacancy for which there are no other provisions.

SECTION 3. Duties of Officers.

- a. The President shall serve as the presiding officer of MSCA and as a member and chairperson of the Executive Board. The President shall appoint all committees and shall perform other duties as defined in the Policies and Procedures of the Association or as directed by the Executive Board.
- b. The President-Elect shall perform duties as directed by the Executive Board. The President-Elect shall preside in the President's absence. In the event that the President should not complete his/her full term for any reason, the President-Elect shall succeed to the unexpired remainder thereof and continue through his/her term. The President-Elect shall also perform other duties as defined in the Policies and Procedures of the Association or as directed by the Executive Board.
- c. The immediate Past-President shall serve as an advisor of the officers of the Association and perform other duties as defined in the Policies and Procedures of the Association or as directed by the Executive Board.
- d. The Vice-Presidents of the Association shall be responsible for generating interest and activities within their respective work settings. They shall also perform other duties as directed by the Executive Board, including informing the membership about school counseling issues.
- e. The Secretary, an appointed member of the Executive Board, shall keep the records of the Association, minutes of the meetings of the Association and the Executive Board, and shall perform other duties as defined in the Policies and Procedures of the Association or as directed by the Executive Board.
- f. The Treasurer, an appointed member of the Executive Board, shall manage the finances of the Association according to the Policies and Procedures of the Association and shall have the task of reviewing the ASCA Ethical Guidelines and assisting the membership in understanding the ethical standards of the profession as defined by ASCA.

SECTION 4. Vacancies.

Vacancies that occur shall be filled by appointment of the President, subject to majority approval by the Executive Board:-

SECTION 5. Removal from Office.

An elected officer or member of the Executive Board may be removed from office, for cause, by a two-thirds majority vote of the Executive Board.

SECTION 6. Compensation and Expenses of Officers.

- a. None of the elected officers of the Association shall receive any compensation for their services.
- b. The necessary expenses of the elected officers shall be paid from the funds of the Association by specific authorization of the Executive Board, within the limits of financial resources and prudent planning.

ARTICLE IV

EXECUTIVE BOARD

SECTION 1. Composition, Nominations, and Elections of the Executive Board.

- a. The Executive Board shall be composed of the MSCA President, President-Elect, Past-President, Secretary, Treasurer, and four elected level Vice-Presidents. The President may appoint non-voting advisory members to the board.
- b. If a member leaves the Executive Board during his/her term of office other than during the election period, the President, with the approval of the Executive Board, shall appoint a replacement to serve for the remainder of the unexpired term. That replacement may be elected to serve a full term.
- c. Nominations for open positions shall be solicited from the membership by the Nominations and Elections Committee.

SECTION 2. Powers and Functions.

- a. The Executive Board shall conduct the business affairs and executive functions of the Association, but shall not take any action contrary to decisions or policies adopted by the Association.
- b. The Executive Board shall have the power to establish regulations and membership forms for determining whether applicants for membership meet the requirements for membership as specified by the Bylaws.
- c. The Executive Board shall conduct, manage, and control the business of the Association between its official meetings.

SECTION 3. Meetings.

- a. The Executive Board shall meet at the time and place of the annual conference and at such other times which may be designated by either the President or a majority of voting members of the Executive Board.
- b. A majority of the members of the Executive Board shall constitute a quorum.
- c. In the intervals between annual or special meetings of the Association, the Executive Board shall take such action as is necessary for the conduct of the Association's affairs.
- d. The expenses of members of the Executive Board attending meetings of the Executive Board, may be paid by Association funds, within the limits of prudent financial planning.

ARTICLE V

ANNUAL MEETING

SECTION 1. Composition of the Annual Meeting.

The annual business meeting shall consist of the Executive Board and members of the Association in attendance at the meeting.

SECTION 2. Functions of the Annual Meeting.

The purpose of the annual meeting shall be to inform the membership of the activities of the Executive Board and to present committee reports, including the financial status of the Association.

SECTION 3. Meetings of the Association.

The Association shall hold its Annual Meeting during the Spring Institute. Other meetings will be held according to the direction of the Executive Board with notification to the general membership.

ARTICLE VI

COMMITTEES

SECTION 1. Standing and Special Committees.

With the exception of the Standing Committees the President, with the approval of the Executive Board, shall appoint all special committee chairpersons. Special committees shall be formed as needed and shall exist for as long as deemed necessary by the Executive Board. Special committee chairs and their members shall serve until the purpose of the committee is accomplished. Committee chairs, with the exception of those Executive Board members chairing committees, shall serve for a period of one year following appointment or until the committee has completed its work. All committee chairs shall submit written reports to the Executive Board as requested.

SECTION 2. Standing Committees.

The standing committees and their purposes shall be as follows:

- a. **Bylaws and Policies and Procedures Committee** Review the Bylaws and Policies and Procedures of the Association annually and make recommendations concerning revisions to the Executive Board. Monitor organizational compliance with these documents.
- b. **Nominations and Elections Committee.** Manage the Nomination and Election process for the organization according to the Policies and Procedures of MSCA.
- c. **Finance Committee.** Work with the Treasurer to develop and implement Financial Policies and oversee fiscal management for the organization.
- d. **Conference Planning Committee.** Plan and coordinate training for the membership and school counselors in the State of Montana.

ARTICLE VII

BUSINESS AFFAIRS OF THE ASSOCIATION

SECTION 1. Fiscal Year.

The fiscal year established by the Executive Board shall run from October 1 to September 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 of its property shall be transferred to such non-profit organizations as the Executive Board shall determine to have purposes and activities most nearly consistent with those of the Association.

ARTICLE VIII

INDEMNIFICATION

SECTION 1.

The Association shall indemnify each member of the Executive Board as described in Articles III and IV, and each of its officers as described in Articles III, IV, and V, 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 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 Executive Board acting (1) by a quorum consisting of Executive 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 Executive Board or officer has met the foregoing applicable standard of conduct. If the undergoing determination is to be made by the Executive 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 Executive Board or officer of the Association shall include every member and officer thereof or former member and officer thereof. This indemnification shall appeal 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 right 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. Adoption and Amendment.

These Bylaws may be amended by a two-thirds majority vote of the members present at a meeting of the general membership or by replying to an electronic/mail ballot.

An amendment shall be proposed in writing to the Executive Board. Amendments may be proposed by the Bylaws and Policies and Procedures Committee. Amendments may also be proposed to the Executive Board with signatures from ten members in good standing. Notice of all proposed amendments must be proposed not less than 30 days prior to a meeting of the general membership.

SECTION 2. Publication.

The Bylaws of the Association shall be published in entirety from time to time and shall be available to any member upon request.

ARTICLE X

PARLIAMENTARY AUTHORITY

SECTION 1. Parliamentary Authority.

The parliamentary authority for the meetings of the Association shall be Robert's Rules of Order, as from time to time amended.

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Revised 2004

Revised 2008