

MONTANA SCHOOL COUNSELOR ASSOCIATION BYLAWS

Revised August 2021

ARTICLE I

NAME AND MISSION

SECTION 1.

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

SECTION 2.

The Montana School Counselor Association promotes professionalism and ethical practices while empowering and advocating for all school counselors.

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 Montana OPI Class VI license or be an educator with a school counselor endorsement; 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. A person working under or towards provisional licensure by OPI falls into this category.
- b. **Retired Membership.** 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 license as a Montana school counselor.
- d. **Supporting Membership.** Any person or organization 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 Board of Directors and approved by a simple majority of the voting membership.
- b. Dues for Association membership shall be paid to the Executive Director on an annual basis. Membership shall be paid annually, renewed from anniversary date.

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 ASCA's Ethical Standards for School Counselors. 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 Board of Directors whose decision will be final.
- b. A member shall be dropped from membership for nonpayment of dues or fees.

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 AND BOARD OF DIRECTORS

SECTION 1. Officers.

The officers of MSCA shall be the Chair of the Board, Assistant Chair of the Board, and the Executive Director of the organization.

SECTION 2. Powers and Functions.

- a. The Board of Directors 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.
- b. The Board of Directors shall conduct the governance of MSCA but shall not take any action contrary to Bylaws adopted by the Board of Directors and membership.
- c. The Board of Directors shall create policies and procedures to carry out the mission of MSCA.
- d. The Board of Directors shall direct and manage the general administration and executive functions of the association.

- e. The Executive Director 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.
- f. The Executive Director shall conduct and manage the operations of the Association between its official meetings.

SECTION 3. Board of Directors.

- a. Nine members of the Board of Directors shall be elected at large from among eligible voting members of the Association.
- b. Terms of service shall be three years. Board members shall be elected at the Spring membership meeting and start their term the following Fall. Board members may serve two consecutive terms, for a total of six years. After a period of three years, they may run again.
- c. The Chair of the Board shall be elected by the Board of Directors to serve a one-year term in accordance with policies and procedures that address Governance.
- d. The Assistant Chair of the Board shall be elected by the Board of Directors to serve a one-year term to assist the Chair of the Board and to serve as the Chair of the Board in the Chair's absence, in accordance with policies and procedures that address Governance.
- e. The Chair of the Board and the Assistant Chair of the Board will be elected in April of each year by the current Board of Directors, to begin their term in October. Elections will be scheduled by the current Chair of the Board and will be conducted in a closed meeting of the nine elected members of the Board of Directors.
- f. Board of Directors must be school counselors, faculty in a school counselor education program, or a retired aforementioned position.
- g. Board of Directors must hold a valid school counselor license or endorsement issued by the Montana Office of Public Instruction or be a school counselor educator.
- h. Directors of the Board must be MSCA Members. Chair of the Board, Assistant Chair, and Executive Director must be MSCA and ASCA members. All other board members are strongly encouraged to be ASCA members. Annual dues for MSCA and ASCA shall not be paid by MSCA.

SECTION 4. Business Meetings.

- a. The Board of Directors shall meet at least four times per year. Such meetings may be held in person or via telephone conference call or other electronic medium in which all individuals can hear one another. Meetings of the Board of Directors may be called by the Chair of the Board or by majority vote of the Board.
- b. The Chair of the Board of Directors shall call meetings as are deemed necessary

to carry on the business of the Association.

- c. The Board of Directors shall meet at the time and place of the bi-annual conferences unless conditions exist that prevent meeting in person.
- d. A majority of the members of the Board of Directors shall constitute a quorum.
- e. Each member of the Board of Directors excluding the Executive Director shall have one vote. Decisions of the Board of Directors shall be made by a simple majority vote.
- f. Each member of the Board of Directors is required to attend all Board of Director meetings and other functions in accordance with MSCA policies and procedures that address Governance.
- g. Any Board of Director who misses two Board meetings in a Fiscal Year may be removed from the Board of Directors and a qualified replacement will be appointed by the Board Chair to complete the vacated term. Extenuating circumstances, which may include but are not limited to professional or personal emergencies, physical or mental illness, inclement weather, etc., may be considered as cause by the Board and will be considered in determining a Board member's removal from the Board.
- h. Record-Retention. MSCA will maintain all records for the maximum duration under federal and state law. Unless otherwise noted, records that don't have a maximum retention period will be maintained as permanent records of the association.

SECTION 5. Membership Meetings.

- a. The Association shall hold its bi-annual meetings during the Spring and Fall Conferences in person or virtually. Other meetings will be held according to the direction of the Executive Director and Board of Directors with notification to the general membership.
- b. The purpose of the bi-annual meetings shall be to inform the membership of the status of the strategic plan, activities of the Board of Directors and to present committee reports, including the financial status of the Association. Members will vote on by-law changes when necessary.
- c. The bi-annual membership meetings shall consist of the Executive Director, Board of Directors, and members of the Association in attendance at the meetings.

SECTION 6. Removal from Office.

- a. An elected officer or member of the Board of Directors may be removed from office, for cause, by a majority vote of the Board of Directors. At the discretion of the Board of Directors, a due process committee may be appointed to review any changes and take recommendations. The committee shall complete its

assignment and submit a final report within 30 days after appointment.

- b. An officer or member of the Board appointed by the Board of Directors may be removed from office, for cause, by majority vote of the Board of Directors.

SECTION 7. Vacancies.

- a. Vacancies that occur shall be filled by appointment of the Board of Directors.
- b. If a vacancy occurs in any office elected by the members or any other member of the Board of Directors, the Chair shall recommend to the Board of Directors the name of at least one qualified replacement. The Board of Directors shall appoint the replacement from the Chair's recommendation to serve for the remainder of the unexpired term.
- c. A vacancy occurring in any office appointed by the Chair, for any reason, may be filled by a new appointment for the unexpired portion of the term of the office by the Chair in consultation with the Board of Directors.

SECTION 8. Compensation and Expenses of Directors.

- a. Members of the MSCA Board of Directors shall not receive any compensation for services, but their necessary expenses shall be paid in accordance with MSCA policies and procedures.
- b. The necessary expenses of the elected directors shall be paid from the funds of the Association by specific authorization of the Board of Directors, within the limits of financial resources and prudent planning.
- c. Members of the MSCA Board of Directors shall not benefit financially or materially from their service on the Board of Directors, in accordance with MSCA policies and procedures that address Governance and Conflicts of Interest.
- d. The expenses of the Executive Director and Board of Directors for attending meetings may be paid by Association funds, within the limits of prudent financial planning.

SECTION 9. Conflicts of Interest.

- a. Board of Directors and board appointed representatives must avoid conflict of interest with respect to their fiduciary responsibility.
- b. There must be no self-dealing or any conduct of private business or personal services between any board members and MSCA, except as procedurally controlled, to ensure openness, competitive opportunity, and equal access to inside information.
- c. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall abstain themselves without comment from not only the vote, but also the deliberation.
- d. Board of Directors must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire

employment that results in a conflict of interest, the process outlined in Article III, Section 7b will be followed and a resignation may be requested.

- e. Members will disclose their involvements with other organizations, with vendors, or any other organizations that might produce a conflict.

ARTICLE IV

NOMINATIONS AND ELECTIONS OF BOARD OF DIRECTORS

SECTION 1. Candidate Qualifications

- a. The Board of Directors shall be elected annually through a general election by MSCA Professional, Retired, and Student members held in accordance with MSCA policies and procedures that address Nominations and Elections.
- b. Candidates must be school counselors, faculty in a school counselor education program, or a retired aforementioned position.
- c. Candidates must have been practicing school counselors for at least three years.
- d. Candidates must hold a valid school counselor license or endorsement issued by the Montana Office of Public Instruction or be a school counselor educator.
- e. Candidates must be current MSCA Professional or Retired Members.
- f. Candidates whose eligibility changes at any time during the election process must notify the Chair of the Board of Directors.

SECTION 2. Nominations and Elections of Directors

- a. Directors of the Board shall be elected by secret ballot every three years, based on the beginning of their term.
- b. Nominations and Elections guidelines shall be developed by the Board of Directors. Board members shall be elected at the Spring membership meeting and start their term the following Fall.
- c. The Nominations and Elections Committee shall issue a call to all members of the Association for nominations of Board of Directors for the coming year.
- d. Nominations will be accepted by the Board of Directors until the day of the election, including at the time of the election.
- e. The Nominations and Elections Committee shall conduct elections in accordance with MSCA policies and procedures that address Nominations and Elections.
- f. The Nominations and Elections Committee selects a slate of candidates not to exceed eight candidates. Should the Committee submit an insufficient number of candidates to fill the ballot, the Committee shall select, in consultation with the Board of Directors, the names of qualified members consenting to have their names placed on the slate

ARTICLE V

ADDITIONAL POSITIONS & DUTIES

SECTION 1. Executive Director

The Executive Director will manage the operations of the Association in collaboration with and subject to the MSCA Ends Goals established by the Board of Directors. These operations are defined in the Executive Director job description outlined in the MSCA Policies and Procedures.

SECTION 2. Additional Appointments

- a. The Board of Directors may appoint other positions as needed.

ARTICLE VI

OPERATIONAL STRUCTURE

SECTION 1. Standing and Special Committees.

- a. With the exception of the Standing Committees the Board Chair, with the approval of the Board of Directors, shall appoint all special committee chairpersons. Special committees shall be formed as needed and shall exist for as long as deemed necessary by the Board of Directors. Special committee chairs and their members shall serve until the purpose of the committee is accomplished. Special Committee chairs, 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 Board of Directors as requested.
- b. MSCA's committees shall be appointed to accomplish specific tasks within specific time frames in accordance with the Association's Mission, Vision, Ends Goals, Bylaws, and Policies and Procedures of Governance as adopted by the Board of Directors. If membership on a committee includes individuals who are not members of the Board of Directors, that committee shall function only as an advisory committee and shall not conduct any function reserved for the Board.

SECTION 2. Standing Committees.

Standing committees shall carry on the work of MSCA. Chairs for the Standing Committees will be appointed by the Board of Directors. 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 Board of Directors. 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 Executive Director to develop and implement Financial Policies and oversee fiscal management for the organization.
- d. **Professional Development Committee.** Plan and coordinate training for the membership and school counselors in the State of Montana. This committee can include subcommittees addressing: Spring Conference, on-line and in-person trainings, the School Counseling track for MFPE Educators conference, School Counseling track for MBI/MTSS, and other relevant professional development.
- e. **Advocacy Committee.** Keep stakeholders updated on issues impacting the School Counseling profession, including legislative or state policy changes. Coordinate efforts to have representation and presentations at various stakeholder groups.
- f. **Membership Development and Support Committee.** Promote MSCA membership and provide membership support involving recruitment, retention and engagement.
- g. **Marketing and Technology Committee.** Provide recommendations for content and resources for the website, publications, newsletters, and press releases. Manage and develop content for MSCA social media accounts.
- h. **Legacy Committee.** Previous board members who provide consultation to the Executive Director, Board, and membership on critical issues that arise. Serve as historians for the Association.
- i. **Ethics Committee.** Serve as a support to the Board and Membership in the interpretation of the ASCA Ethical Standards for School Counselors and Montana specific policies regarding ethics. Serve in the role as both a leader and consultant regarding the application of the standards and ethical practice for professional school counselors. Stay current on National and State specific equity issues as it pertains to staff and student's culture as it applies to ethical practice.
- j. **Diversity, Equity, and Inclusion Committee.** To develop and advocate for equity, inclusive practice, social justice and anti-racist policies/practices through personal and professional development across the Montana School Counseling Association.

SECTION 3. Terms of Standing Committee Chairs.

- a. The chairs of standing committees appointed by the Board of Directors shall serve one year terms.
- b. Any standing committee chair or member appointed by the Board of Directors may be removed, with or without cause, at any time by the Board of Directors if the Board determines it to be in the best interests of the Association.
- c. A vacancy occurring in any standing committee, for any reason, may be filled by

new appointment by the Chair with approval from the Board of Directors.

ARTICLE VII

BUSINESS AFFAIRS OF THE ASSOCIATION

SECTION 1. Fiscal Year.

The fiscal year established by the Executive Board shall run from January 1 to December 31st.

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 Board of Directors shall determine to have purposes and activities most nearly consistent with those of the Association.

SECTION 3. Non-Profit Status

This association shall be subject to the requirements and provisions of 501C3 Status.

ARTICLE VIII

INDEMNIFICATION

SECTION 1.

The Association shall indemnify each member of the Executive Director and Board of Directors 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 them by reason of being or having been such a director or officer and acting within the scope of their official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided that they acted in good faith for the purpose which they 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 their conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Executive Director and Board of Directors acting (1) by a quorum consisting of Executive Director and Board of Directors 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 Director and Board of Directors or officer has met the foregoing applicable standard of conduct. If the undergoing determination is to be made by the Executive Director and Board of Directors, 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 Board of Directors and the Executive Director 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 director 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.

- a. These Bylaws may be amended by a majority vote of the members present at a meeting of the general membership or by ~~an~~ approval of members responding to an electronic/mail ballot. The voting method will be determined by the MSCA Board on a case by case basis.
- b. An amendment shall be proposed in writing to the Board of Directors. Amendments may be proposed by the Bylaws and Policies and Procedures Committee. Amendments may also be proposed to the Board of Directors with signatures from ten members in good standing. Notice of all proposed amendments must be presented not less than 30 days prior to a vote at a meeting of the general membership or prior to the notice of an electronic/mail vote.

SECTION 2. Publication.

The Bylaws of the Association shall be made available on the MSCA website and in print 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.

Revised 1995

Revised 2004

Revised 2008
Revised 2010
Revised 2011
Revised 2016
Revised 2017
Revised 2018
Revised 2020
Revised 2021