

## BYLAWS

### MAGNOLIA STATE SCHOOL COUNSELOR ASSOCIATION

*Approved 3-27-2021*

## **ARTICLE I: NAME AND MISSION**

ARTICLE I, SECTION 1. The name of the Association shall be the Magnolia State School Counselor Association (MSSCA).

ARTICLE I, SECTION 2. MSSCA MISSION To foster a closer professional and personal relationship among professional school counselors in order to realize more fully the objectives of school counseling programs through membership and active involvement in the association.

## **ARTICLE II: MEMBERSHIP**

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

ARTICLE II, 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.

II-2a. Professional Membership. Professional membership shall be granted to professional school counselors who hold a Master's degree or higher in school counseling or the substantial equivalent and are employed as a school counselor, supervisor of school counselors, or professor of counseling in a graduate program that prepares school counselors.

II-2b. Retired Members. Professional members in retirement are eligible for Retired membership.

II-2c. Student Membership. Students enrolled in a master's level program that prepares school counselors are eligible for Student membership.

II- 2d. Affiliate Membership. Individuals interested in school counseling, who are not eligible for any other type of membership, are eligible for Affiliate membership.

ARTICLE II, SECTION 3. Dues. Dues for all categories of membership shall be established in accordance with MSSCA policies and procedures that address Membership.

ARTICLE II, SECTION 4. Rights and Privileges. All members shall receive the rights and privileges accorded their membership categories as set forth in MSSCA policies and procedures that address Membership.

ARTICLE II, SECTION 5. Severance of Membership. Association members who do not renew their membership before their membership expiration date will no longer be considered members of MSSCA. Membership may be revoked for revocation of license or credential or for violation of ASCA Ethical Standards or Ethics Standards for School Counselor Association Leaders, following procedures described in MSSCA policies and procedures that address Membership.

ARTICLE II, SECTION 6. Nondiscrimination. The Magnolia State School Counselor Association does not knowingly engage in or support activities that discriminate on any basis as addressed in federal guidelines and ASCA's Ethical Standards for School Counselors or Ethics Standards for School Counselor Association Leaders.

## **ARTICLE III: MSSCA OFFICERS AND BOARD OF DIRECTORS**

ARTICLE III, SECTION 1. Officers. The officers of MSSCA shall be the Chair of the Board, the Assistant Chair of the Board, the Secretary, and the Treasurer.

ARTICLE III, SECTION 2. Powers and Functions.

III- 2a. The Board of Directors shall conduct the governance of MSSCA but shall not take any action contrary to Bylaws adopted by MSSCA members.

III -2b. The Board of Directors shall create policies and procedures to carry out the mission of MSSCA.

ARTICLE III, SECTION 3. Board of Directors

III-3a. The voting members of the Board of Directors shall consist of nine at-large Directors.

III-3b. The Chair of the Board shall be an elected Director on the Board of Directors who is selected by the members of the Board of Directors to serve a one-year term as the Chair of the Board, in accordance with policies and procedures that address Governance.

III-3c. The Assistant Chair of the Board shall be an elected Director on the Board of Directors who is selected by the members of 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.

III-3d. At-large Directors shall be elected by the MSSCA membership to serve a three-year term to take actions or to make decisions on behalf of the members in accordance with MSSCA policies and procedures that address Governance.

III-3e. Three Directors shall be elected by the MSSCA membership each year.

III -3f. Directors shall not serve more than two consecutive terms on the Board of Directors. Directors shall have a life-time three-term limit.

III -3g. The term of office for any elected Director shall coincide with the Fiscal Year of MSSCA.

III -3h. Directors must be MSSCA Professional or Retired Members.

#### ARTICLE III, SECTION 4. Nominations and Elections of Board of Directors.

III -4a. Three Directors shall be elected annually through a general election by MSSCA Professional and Retired members held in accordance with MSSCA Policies and procedures that address Nominations and Elections.

III -4b. Candidates must have been practicing school counselors for at least three years on the due date for the submission of candidate applications.

III -4c. Candidates must hold a valid school counselor license or certificate issued by a state department of education or equivalent state or federal agency on the due date for the submission of candidate applications.

III -4d. Candidates must be MSSCA Professional or Retired Members and must have been an ASCA Professional or Retired Member for at least the three years immediately preceding the due date for the submission of candidate applications.

III -4e. Candidates are encouraged to complete ASCA leadership training no more than five years before the due date for the submission of candidate applications.

III -4f. Candidates for the Board of Directors shall meet additional qualifications required by MSSCA policies and procedures that address Nominations and Elections.

III -4g. Candidates whose eligibility changes at any time during the election process must notify the Nominations and Elections Committee Chair.

III -4h. The Nominations and Elections Committee shall conduct elections in accordance with MSSCA policies and procedures that address Nominations and Elections.

III -4i. The Nominations and Elections Committee selects a slate of candidates not to exceed six candidates.

III -4j. Nominations and Elections guidelines shall be developed by the Nominations and Elections Committee and approved by the Board of Directors.

III -4k. If any elected candidate should be unable to assume office by the beginning of MSSCA's Fiscal Year, the candidate with the next highest number of votes in the election shall be asked to serve in the vacant position. If none of the candidates agrees to serve, the Board of Directors shall fill the vacancy.

III -4l. The Committee shall declare elected the candidates receiving a plurality vote and candidates will be notified by the Nominations and Elections chairperson.

### ARTICLE III, SECTION 5. Meetings.

III -5a. The Board of Directors shall meet at least once each 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.

III -5b. Two-thirds of the members of the Board of Directors must be present to constitute a quorum.

III -5c. Each member of the Board of Directors shall have one vote. Decisions of the Board of Directors shall be made by a simple majority vote except in cases involving issues that require a greater majority, as defined in MSSCA Bylaws and policies and procedures that address Governance.

III -5d. Board of Directors members are expected to attend all Board of Directors meetings and other functions in accordance with MSSCA policies and procedures that address Governance.

### ARTICLE III, SECTION 6. Vacancies.

III -6a. In the event of a vacancy in the office of Chair of the Board, the Assistant Chair of the Board assumes the office of Chair of the Board.

III -6b. In the event of a vacancy in the office of the Assistant Chair of the Board, the Board of Directors shall select an Assistant Chair of the Board to fill the unexpired term.

III -6c. In the event of a vacancy in an office of a Director, the Board of Directors may fill the unexpired term, but is not required to fill the vacancy.

III -6d. The Board of Directors shall have the authority to fill any vacancy for which there are no other provisions.

### ARTICLE III, SECTION 7. Removal from Office.

III -7a. An elected officer or member of the Board of Directors may be removed from office, for cause, by a two-thirds 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 charges and to make recommendations. This committee shall complete its assignment and submit a final report within 30 days after appointment.

III -7b. A Director who becomes ineligible to serve on the Board shall be allowed three months to regain eligibility. If a Director is ineligible to serve on the Board for three months, the Director shall be asked to resign. Directors who know they cannot or will not regain eligibility within three months shall be asked to resign immediately upon becoming ineligible.

ARTICLE III, SECTION 8. Compensation and Reimbursement of Expenses.

III -8a. Members of the MSSCA Board of Directors shall not receive any compensation for services, but their necessary expenses shall be paid in accordance with MSSCA policies and procedures that address Governance and Finance.

III -8b. Members of the MSSCA Board of Directors shall not benefit financially or materially from their service on the Board of Directors, in accordance with MSSCA policies and procedures that address Governance and Conflicts of Interest.

## **ARTICLE IV: ADDITIONAL POSITIONS AND DUTIES**

ARTICLE IV, SECTION I. Treasurer.

IV -1a. The Board of the Directors shall elect a Treasurer for the Association from its nine-member board.

IV-1b. The Treasurer of the Association shall maintain MSSCA's records, administer the affairs of the Association, including financial affairs, and perform such other duties as are incidental to this office, in accordance with MSSCA's mission and vision, subject to the provisions of its Bylaws and policies and procedures adopted by the Board of Directors.

ARTICLE IV, SECTION 2. Secretary.

IV -2a. The Board of directors shall elect a secretary for the association from its nine-member board.

IV -2b. The secretary of the association shall maintain MSSCA's minutes for all meetings and perform such other duties as are incidental to this office, in accordance with MSSCA's mission and vision, subject to the provisions of its Bylaws and policies and procedures adopted by the Board of Directors.

ARTICLE IV, SECTION 3. Parliamentarian.

IV-3a. The Board of Directors shall appoint a Parliamentarian to serve a one-year term.

IV-3b. A Parliamentarian shall perform appropriate duties at board meetings and may be appointed for other official meetings.

ARTICLE IV, SECTION 3. Additional Appointments. The Board of Directors may appoint other positions as needed.

## **ARTICLE V: OPERATIONAL STRUCTURE**

ARTICLE V, SECTION 1. Committees. MSSCA's committees shall be appointed to accomplish specific tasks within specific timeframes. 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.

ARTICLE V, SECTION 2. Standing Committees. The standing committees shall be the Budget & Finance, Bylaws & Policies, Membership Outreach, Nominations & Elections, Professional Development, and Government & Interpersonal Relations.

V -2a. Budget & Finance. The Budget & Finance Committee shall maintain financial records of the Association and shall recommend to the Governing Board a proposed budget for the annual operation of the Association. This committee shall be chaired by the Treasurer.

V -2b. Bylaws & Policies. The Bylaws & Policies Committee annually reviews the MSSCA Bylaws and makes recommendations to the Board of Directors. The MSSCA Bylaws Review Committee also reviews all proposed amendments to the MSSCA Bylaws and makes recommendations to the Board of Directors.

V - 2c. Membership Outreach. The Membership Outreach Committee will promote interest in and sustain membership in the Association among all eligible persons in the state.

V -2d. Nominations and Elections. The Nominations and Elections Committee develops policies and procedures for approval by the Board of Directors and conducts elections in accordance with MSSCA policies and procedures that address Nominations and Elections.

V - 2e. Professional Development. The Professional Development Committee shall plan the official Conference, workshops, and programs of the Association.

V - 2f. Government & Interpersonal Relations. The Government & Interprofessional Relations Committee will actively pursue, liaise, and support legislation which reflects the aims and goals of the Association. The committee will serve as the official liaison between the Association, national, state, and locally-elected officers, and other agencies.

V. -2g. All committee chairs will be appointed by the Board with team members subject to approval of the Board.

# **ARTICLE VI: BUSINESS AFFAIRS OF THE ASSOCIATION**

ARTICLE VI, SECTION 1. Fiscal Year. The fiscal year shall begin July 1 and end the following June 30.

ARTICLE VI, 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 organizations(s) as the Board of Directors shall determine to have purposes and activities most nearly consonant with those of the Association provided, however, that such organization(s) shall be exempt under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of the Internal Revenue Laws.

ARTICLE VI, SECTION 3. Annual Meeting.

VI-3a. An annual business meeting will be held each fiscal year.

VI-3b. The Board of Directors of MSSCA may call additional business meetings of the MSSCA general membership.

VI-3c. At any meeting of the general membership, two-thirds of attendees present must be Professional or Retired members of MSSCA in good standing to be considered quorum.

## **ARTICLE VII: INDEMNIFICATION**

ARTICLE VIII, SECTION 1. The Association shall indemnify each member of the Board of Directors and each of its officers, as described in Articles III and IV 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.

ARTICLE VII, 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 MSSCA'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 Board of Directors acting (1) by quorum consisting of Board of Directors 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 Board of Directors or officer has met the foregoing applicable standard of conduct. If the undergoing determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent legal counsel.

ARTICLE VII, SECTION 3. Every reference herein to a member of the Board of Directors 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 MSSCA member or officer might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.

## **ARTICLE VIII: AMENDMENT OF BYLAWS**

ARTICLE VII, SECTION 1. Amendment. These Bylaws may be amended by majority vote of the annual business meeting or a majority vote at a general membership meeting as provided in this section.

VIII-1a. An amendment shall be proposed by the Board of Directors or by petition over the signature of not less than 25 Professional or Retired members of MSSCA in good standing. Petitions for Bylaws amendment must be submitted to the Board of Directors not less than 90 days prior to the first session of the annual meeting or a general



membership meeting where Bylaws revisions will be considered. All proposed Bylaws amendments shall be reviewed by the Bylaws Review Committee.

VIII -1b. Copies of amendments proposed under the provision of the foregoing paragraph shall be distributed to the general membership not less than 30 days prior to the first session of the annual meeting or a general membership meeting where Bylaws revisions will be considered.

VIII -1c. In the event the attendance at the annual meeting or general membership meeting does not constitute a quorum, Bylaws amendments may be approved by mail ballot, electronic ballot or other means approved by the Board of Directors. In such case, amendments shall be approved by a majority of ballots or votes received.

VIII -1d. Amendments originating during the annual meeting or a general membership meeting shall be discussed and if approved by the members in attendance at the annual meeting or a general membership meeting shall be submitted for mail ballot, electronic ballot or other means approved by the Board of Directors. Such proposed amendments shall be sent, no more than (90) days following the date of presentation, for a vote by the MSSCA members or members in attendance of a general membership meeting before whom the amendment was originated. Such proposed amendment shall be referred forthwith to the Bylaws Review Committee whose written recommendation shall accompany any such ballot. Amendments originating during the annual meeting or general membership meeting shall be approved by a majority of ballots or votes received.

VIII -1e. Bylaw amendments that affect Board service, such as terms or eligibility, shall not be applicable to Board members who are in office, newly elected or engaged in an election at the time the amendment is approved, unless the MSSCA membership explicitly approves applying the Bylaw amendments immediately.

ARTICLE VIII, SECTION 2. Publication. The Bylaws and the Policies of MSSCA shall be published in their entirety periodically and shall be available to any member upon request.

Revised: 3-27-2021

March 2021, Virtual Meeting