

Vermont School Counselor Association By-Laws Approved 11.2.23

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 master's degree or higher in counseling or the substantial equivalent are eligible for Professional Membership.

Student Membership: 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 is unable to fulfill their responsibilities for their term they will be issued an invoice for membership dues.

Section 3b. Past Chairs: VTSCA Past Chairs will be awarded with five (5) years of paid membership once their term as Chair, plus an additional two years on the board beyond their term as Chair.

Section 4. Rights and Privileges: Members must be in good standing to be eligible for rights and privileges of membership, including annual payment of dues, and upholding the code of 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. Termination of Membership: Association members may be terminated from membership for nonpayment of dues; revocation of license, credentials 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. OFFICERS & BOARD OF DIRECTORS

Section 1. Board of Directors. The board will consist of three or more individuals with no more than 7. Duties of the board will be in accordance with Vermont Statutes and other duties as prescribed in VTSCA policy.

Section 2. Officer. The principal officers will be a chair, a secretary and a treasurer or as otherwise required by law. The secretary will be responsible for preparing minutes and for authenticating the records of the corporation. Other officers may be appointed or elected by the board.

Section 3. Term limits. Directors shall not serve more than two three year terms on the Board of Directors. Directors shall be elected by the VTSCA membership to serve a three-year term.

ARTICLE IV. ELECTIONS, Designation and Appointments of Directors

Section 1 . The Vermont School Counselors Association, Inc. will conduct an annual election for Board of Director Positions in accordance with the American School Counselor Association guidelines. Ballots will be distributed to active members per policies and procedures. The Nominations and Elections Committee shall make nominations and conduct elections according to association policies. To be eligible for any elected office, a candidate must be a member of VTSCA, Inc. and ASCA. They must be a certified school counselor, in good standing. Candidates for elected office must be advocating for the implementation of the ASCA National Model & VT School Counselor model and be knowledgeable of the changing role of school counselors.

Section 2. Other positions may be elected, designated or appointed by the board as needed.

ARTICLE V. MEETINGS

Section 1. Annual Meeting. The annual business meeting of the VTSCA will be held in conjunction with the annual conference.

Section 2. Board of Directors Meetings. 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 Board of Directors will be posted on the VTSCA website within 7 days.

Section 4. Open Meetings. The meetings of the Board of Directors will be open to active members of the Association. 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 Board shall constitute a quorum to conduct business.

ARTICLE VI. COMMITTEES

The Board may establish committees of the Board, as it deems necessary to effectuate the purpose of the Corporation, by resolution adopted by the majority of the directors in office. Each committee shall consist of Two (2) or more directors and shall have and exercise such authority of the Board in the management of the Corporation as may be specified in the resolution designating it and appointing person to it; provided, however, that no committee shall have the authority of the Board. The designation and appointment of such committee and the delegation thereto of authority shall not operate to relieve the Board or individual director on any responsibility imposed upon it, them by law.

ARTICLE VII FINANCIAL PLANNING AND BUDGETING

Section 1. The fiscal year of the Association shall begin July 1 and end June 30.

ARTICLE VIII RULES OF ORDER

Section 1. Adoption. The association will adopt rules of order and voting procedures.

ARTICLE IX ADOPTION AND AMENDMENT OF THE BYLAWS

Section 1. Adoption. The bylaws 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 Board. The board will then review and make a recommendation for amendment, or not, and present such a 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 Board.

ARTICLE XI INDEMNIFICATION

Section 1. The Association shall indemnify each member of the 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 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 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 Board or officer has met the foregoing applicable standard of conduct. If the undergoing determination is to be made by the 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 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.