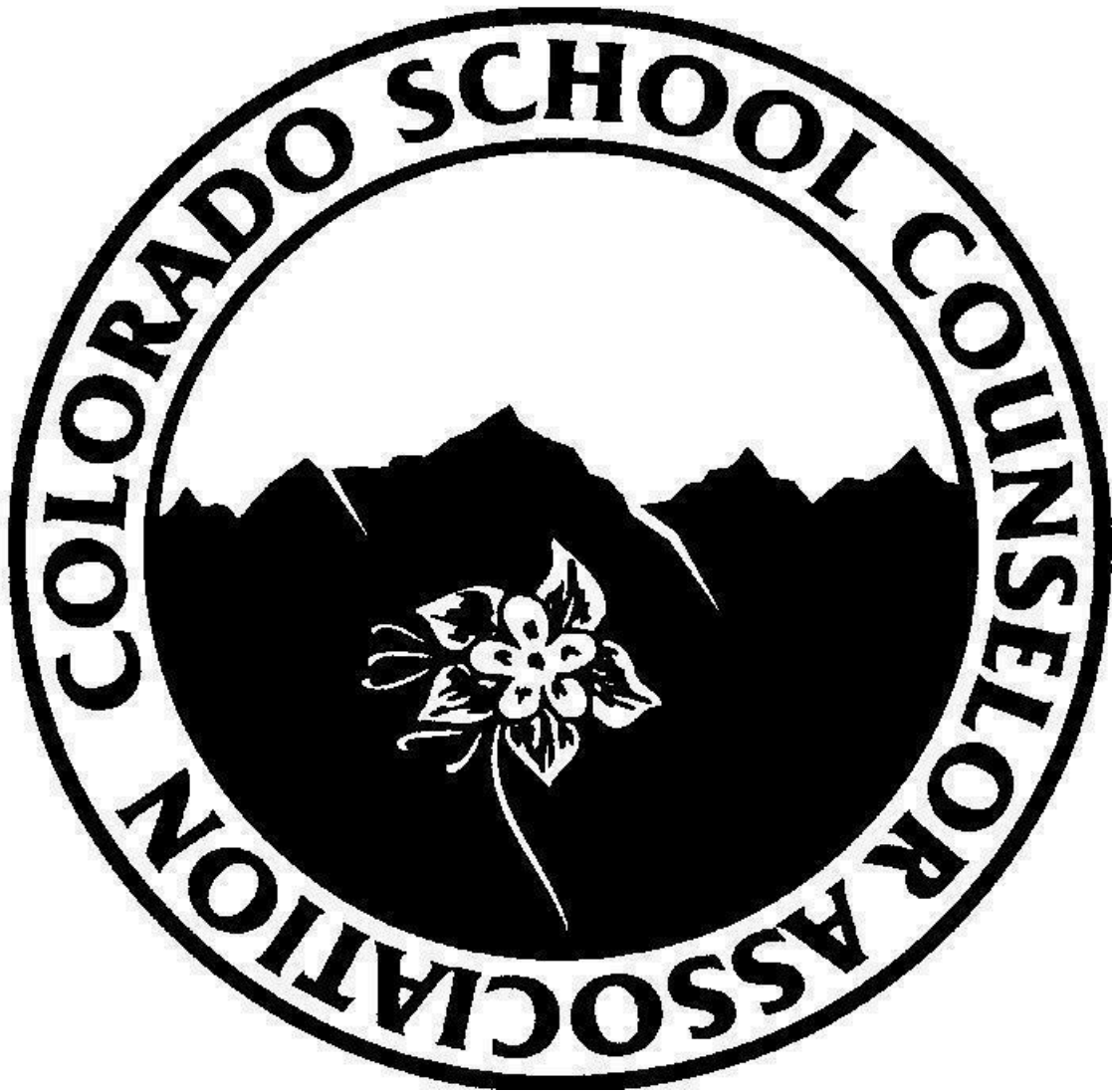


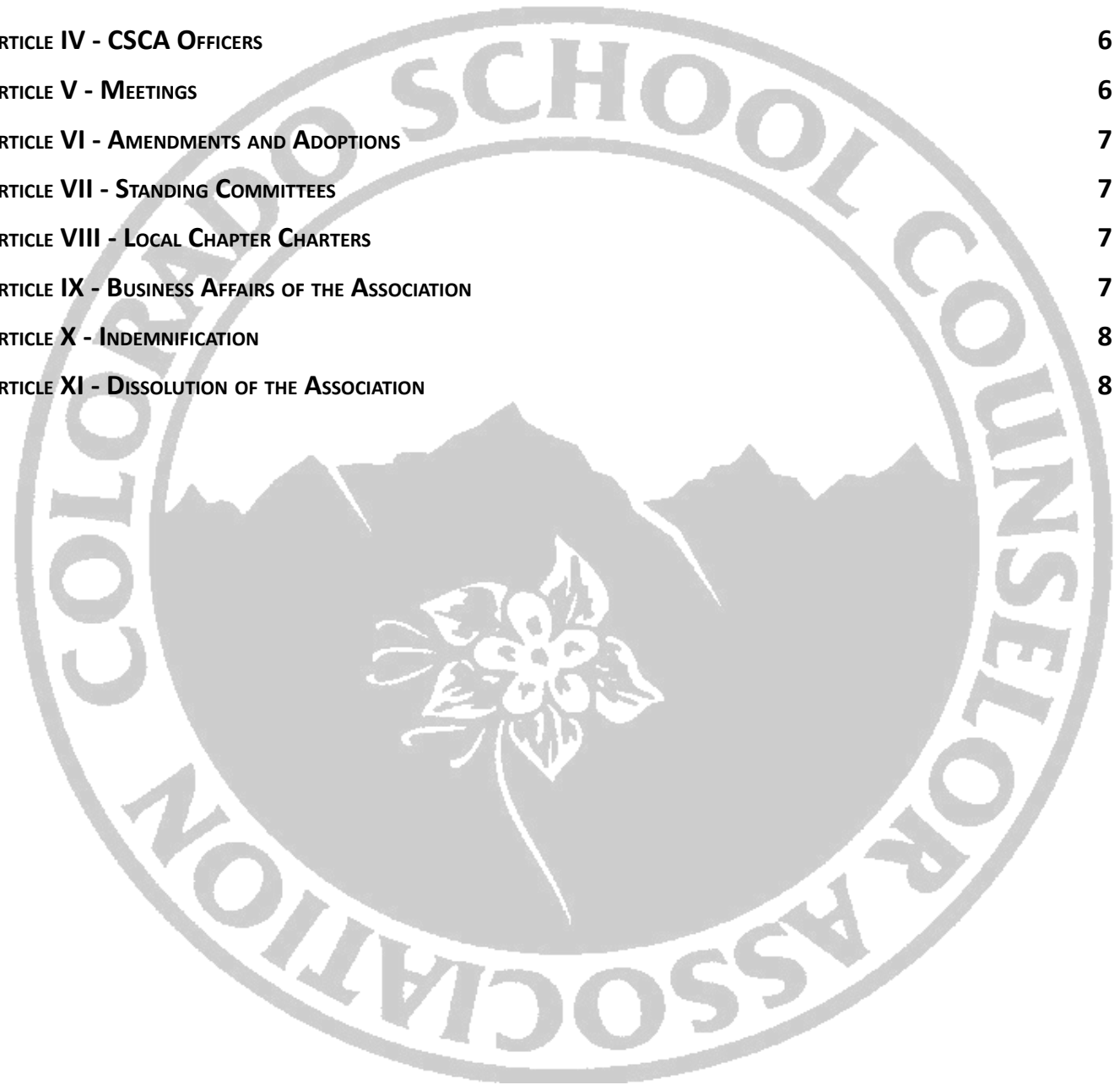
# By-Laws



Revised 2023

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# BY-LAWS

## ARTICLE I - NAME AND PURPOSE

**Section I - Name:** The official name of the Association shall be the Colorado School Counselor Association (CSCA), a state division of the American School Counselor Association (ASCA).

**Section II - Mission:** The mission of the Colorado School Counselor Association is to promote excellence in professional school counseling.

**Section III – Ends Policies:** The Ends Policies of the Association shall be to represent school counseling. This purpose may be accomplished through:

1. In order to provide a unified understanding of the school counselor's role, all stakeholders and school counselors will have awareness and understanding of the ASCA National Model including the ASCA Mindsets and Behaviors and state standards and how they relate to school counselor effectiveness.
  - A. Professional School Counselors in Colorado will have an understanding and awareness of, at minimum, the professional code of ethics and the ASCA National Model.
  - B. Administrators will have understanding of the ASCA National Model and how it relates to school counselor effectiveness.
  - C. Teachers and parents will have an understanding of the relationship between the school counselor's role and student achievement.
  - D. Legislators will have an understanding of how the ASCA National Model affects student achievement.
2. Professional School Counselors will be transformational, and equitable leaders and advocates for the school counseling profession by:
  - A. Committing to cultivating a more diverse and inclusive membership.
  - B. Being knowledgeable and responsive to contemporary issues and trends impacting the profession and the students we serve.
  - C. Participating in professional development and training that promotes equitable and culturally responsive practices
3. School Counselor Educators will be knowledgeable about the role and function of Professional School Counselors as defined by the ASCA National Model including mindsets and behaviors and state standards.

School Counselor Educators will be knowledgeable about current best practices and contemporary issues impacting the profession and students we serve and will maintain a high level of professionalism and academic rigor within their school counseling master's degree programs.

School Counselor Educators will provide support and advocacy for practicing Professional School Counselors.

## ARTICLE II - MEMBERSHIP

**Section I - Types of Memberships:** The Association shall include four types of memberships: professional, student, retired, and affiliate. Membership assignments shall be made by the Membership

Chair and reviewed, if questioned, by the Board of Directors.

**Section II - Requirements of Membership:** The following requirements must be met in order to qualify for the respective types of membership:

A. Professional Membership

1. Employment Requirements includes one of the following:
  - a. The member must be employed as a school counselor, director, supervisor, or coordinator of school counseling services, counselor educator (or equivalent title).
  - b. The member must be employed in an educational institution other than elementary, middle, secondary, or post-secondary school and must be responsible primarily for the provision and/or improvement of professional school counseling services for individuals enrolled in elementary, middle, secondary, and post-secondary school settings.
  - c. The member must be employed in a state or national department of education and be responsible primarily for the provision and/or improvement of professional school counseling services for elementary, middle, secondary, or post-secondary school settings.
  - d. The member must be employed in a private agency and be responsible primarily for rendering professional school counseling services to elementary, middle, secondary, and post-secondary students in contact with the school.
2. Academic and License Requirements:
  - a. The member **must** hold a master's degree conferred by a graduate school accredited by a state department of education or a recognized accrediting association.  
**and/or**
  - b. The member must hold a valid School Counselor License from the Colorado Department of Education.

B. Student Membership

1. Academic Requirements:
  - a. The member must be a certified graduate student enrolled at least half time in a course of study designed to prepare for a professional school counseling degree. A member must be prepared to provide proof of enrollment in a school counseling program.
2. Employment Requirements:
  - a. Licensed School Counselors are **not** entitled to student membership.
3. Length of Membership:
  - a. Counselors are not entitled to student membership for more than three years. If, before the end of three years, they should become gainfully employed full time in an educational institution, they must meet the requirements for professional membership.

C. Retired Counselor Membership

1. A member who, having retired, may request retired counselor membership. Retired counselor membership is granted to an individual by the Membership Chair and may be reviewed by the

Board of Directors. Retired counselor membership carries reduced dues structure but retains all the rights and privileges of a dues paying member.

**D. Affiliate Membership**

1. Upon application, an individual interested in school counseling and who does not meet the requirements of (A) through (C) may be granted affiliate status provided annual dues are paid. This membership status is assigned by the Membership Chair and may be reviewed by the Board of Directors.

**Section III - Dues**

- A. The annual dues of the Association are set by CSCA and made payable to CSCA. Dues changes will be made by a majority vote of the Board of Directors. No person shall be a member or shall be a candidate to office in the Association without payment of the prescribed dues.
- B. Annual payment of dues shall entitle the named member to membership in the association for a period of one year.

**2 Section IV - Severance of Membership**

- A. Conduct that adversely affects the Association, its reputation, or that violates principles stated in the CSCA and/or the ASCA Code of Ethics is cause for revocation of membership.
- B. Nonpayment of dues within three months of date of renewal is cause for revocation of membership. A renewing member must receive a written notification of renewal date and a written notification of being discontinued as a member.

**ARTICLE III - CSCA BOARD OF DIRECTORS**

**Section I - Terms of Office**

- A. The Board Assistant Chair shall automatically become Chair of the Association upon the death or resignation of the Board Chair. The Board Assistant Chair succeeding to the office of the Board Chair shall serve as interim Board Chair for the remaining Board Chair term. The Board of Directors will appoint an interim Board Assistant Chair to serve the remaining Board Assistant Chair term. The Board of Directors shall determine if there is a need to appoint a Director to fill the vacant Director position and will make the appointment if deemed necessary.
- B. Eleven Directors will be elected at large to form the Board of Directors and shall be responsible for duties as prescribed in the CSCA Procedural Manual. They will be elected for a three year term. Each CSCA member will be entitled to vote for three directors annually.
- C. The term for any elected Director shall begin July 1 and shall continue for the period of three years or remainder of term in the case of appointment. If a Director position is vacant because of a resignation or lack of a successor, the Board Chair shall appoint a successor, with the approval of the Board of Directors, to serve the remaining term of office.

**Section II - Nominations and Elections of Board of Directors and Officers**

- A. Based on term rotations three or four Board of Directors shall be elected annually by ballot as prescribed in the CSCA Procedural Manual.

- B. To be eligible for any Board of Director or officer position, a member must hold a CSCA professional membership at the time of election or appointment. If an elected or appointed member's position or employment should change in such a way as to make them ineligible for CSCA membership before taking office or during their term of office, such person shall be allowed to complete the term of office should this be personally feasible.
- C. Before each election, the Executive Director shall issue a call to all members of the Association for nominations of the Board of Directors for the following year. Individuals nominated must submit significant professional data supporting their proposed nomination. (See CSCA Procedural Manual.)
- D. The Executive Director shall determine the eligibility of those members nominated and those eligible will be placed on the ballot. (See CSCA Procedural Manual.)

### **Section III – Board of Directors**

- A. The Board of Directors shall consist of the elected Directors of the Association, who will be elected for terms of three years from across the state.
- B. Board of Directors include:

**Board of Directors - Seat 1**

**Board of Directors - Seat 2**

**Board of Directors - Seat 3**

**Board of Directors - Seat 4**

**Board of Directors - Seat 5**

**Board of Directors - Seat 6**

**Board of Directors - Seat 7**

**Board of Directors - Seat 8**

**Board of Directors - Seat 9**

**Board of Directors - Seat 10**

**Board of Directors - Seat 11**

\*Of the 11 seats, the Board Chair and Board Assistant Chair will be elected by the Board of Directors.

- C. All Board of Directors members shall be eligible voting members.
- D. If a Director resigns from the Board of Directors during their term of office, the Board Chair, with the approval of the Board of Directors, shall appoint a replacement to serve for the remainder of the unexpired term.
- E. A Director may be a candidate for election or reelection for multiple terms of office (3 years each), but are limited to two terms of office (6 years) consecutively. A Director who has been elected or appointed to complete an unexpired term is eligible to be nominated for a regular three-year term, but in no instance may the total term of office exceed six years. If a Director is appointed to serve a one year unexpired term, then the appointed Director is only eligible to serve one additional three year term.

### **Section IV - Powers and Functions**

- A. The Board of Directors shall be the agency through which the general administration and executive functions of the Association are effected. The Board Chair of the Association shall be the Chairperson of the Board of Directors.

- B. The Board of Directors and Executive Director shall conduct, manage and control the business of the Association at its regularly scheduled meetings.
- C. The Board of Directors shall have the power to establish regulations and application forms for determining whether applicants for membership meet the requirements for membership as specified by the By-Laws.

#### **ARTICLE IV - CSCA OFFICERS**

- A. Board Chair, Board Assistant Chair, Executive Director, Secretary and Financial Officer- will serve as the designated Officers of the Association.
- B. To be eligible for any Board of Director or officer position, a member must hold a CSCA professional membership at the time of election or appointment. If an elected or appointed member's position or employment should change in such a way as to make them ineligible for CSCA membership before taking office or during their term of office, such person shall be allowed to complete the term of office should this be personally feasible.
- C. The Secretary, the Executive Director, and Financial Officer shall be appointed by the Board Chair, with the approval of the Board of Directors, and shall serve a concurrent term with the Board Chair who appoints them.

#### **ARTICLE V - MEETINGS**

- A. The Board of Directors shall meet at times and places as may be determined by either the Board Chair or a majority of voting members of the Board of Directors.
- B. A majority of the voting members of the Board of Directors shall constitute a quorum. In the intervals between the CSCA Board meetings, the Board of Directors shall take such action as is necessary for the conduct of the Association's affairs, except that no action shall be taken which is contrary to an action taken by the Association at the CSCA Board meetings.
- C. The expenses of the members of the CSCA Board in attending meetings of CSCA shall be paid from Association funds, in accordance with policy approved by the Board of Directors.
- D. Conventions, conferences, workshops, and other meetings of the Association shall be held at such time and place as shall be determined by the Board of Directors.

#### **ARTICLE VI - AMENDMENTS AND ADOPTIONS**

##### **Section I – By Laws Amendments**

- A. Amendments to these By-Laws may be proposed by an individual member, with at least 15 signatures from association members in good standing, or by the Board of Directors.

- B. The proposed amendment must be presented to the Board of Directors at least 30 days prior to the next scheduled CSCA Board meeting. A copy of the proposed amendments to the Constitution or By-Laws must be provided to all members at least two weeks prior to the vote of the membership.

## **ARTICLE VII - STANDING COMMITTEES**

### **Section I - Standing and Special Committees**

- A. The committees of the Association shall consist of special committees appointed by the Board Chair and approved by the Board of Directors. All committees shall report at every CSCA board meeting to the Board of Directors and shall submit articles when appropriate to the ***CSCA Publications or identified source of communication between the CSCA board and its members***, describing the purpose and progress of the committee. A special committee shall serve until, in the opinion of the Board Chair, and approved by the Board of Directors, the purpose of said committee is accomplished.

## **ARTICLE VIII - LOCAL CHAPTER CHARTERS**

### **Section I - Organization of Chapters**

- A. Any group of Association members residing or working within a particular local area may apply for an Association Local Chapter charter, provided the following conditions are met: The group must consist of at least 10 members of the Association. The group must be representative of the Association members in the local area. The group must organize itself as a group with By-Laws modeled after that of CSCA and be affiliated with CSCA.

### **Section II - Formation of Local Chapters**

- A. Request for a Local Chapter affiliation shall be made to the Board Chair of CSCA.
- B. An application considered by the Board of Directors shall, upon acceptance, be submitted to the membership for final approval.

## **ARTICLE IX - BUSINESS AFFAIRS OF THE ASSOCIATION**

### **Section I - Fiscal Year**

- A. The fiscal year shall be from January 1 to December 31.

### **Section II - Property of the Association**

- A. In the event of the Association being dissolved, none of its property shall be distributed to any members. Instead, all of its property shall be transferred to such organization or organizations as the Board of Directors shall determine to have purposes and activities most nearly consistent with those of the Association, provided however, that such organization or organizations shall be exempt under Section 990 of the Internal Revenue Code or corresponding provisions of the Internal Revenue Laws.



### **Section III - Parliamentary Authority**

- A. The Parliamentary authority for the meeting of the Association shall be *Robert's Rules of Order*.

## **ARTICLE X - INDEMNIFICATION**

### **Section I - Indemnification of CSCA Board**

- A. The Association shall indemnify each member of the CSCA Board, as described in Article IV, 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 By-laws, in a manner and to the extent permitted by applicable law.
- B. 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 Board of Directors acting (1) by quorum consisting of Board of Director 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 CSCA Board member 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.
- C. Every reference herein to a member of the CSCA Board shall include every member and officer thereof or former member and officer thereof. This indemnification shall apply to all judgments, fines, amount 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 member or officer of the Association might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.

## **ARTICLE XI - DISSOLUTION OF THE ASSOCIATION**

### **Section I - Dissolution**

- A. In the event the Association should be dissolved, none of its property shall be transferred to any of the members. Instead, all of its property shall be transferred to such organizations as the Officers shall determine to have purposes and activities most nearly consonant with those of the Association, provided, however, that such organizations shall be exempt under 501C(6) to the Internal Revenue Code or corresponding provisions of the Internal Revenue Laws.