

BYLAWS

MISSOURI SCHOOL COUNSELOR ASSOCIATION

Last Updated 11/2023

ARTICLE I: Name of Organization

ARTICLE I, SECTION 1. The name of the organization shall be the Missouri School Counselor Association, Inc. (MSCA).

ARTICLE I, SECTION 2. The Missouri School Counselor Association is a professional organization that represents school counselors. MSCA shall function as an autonomous body in recognition of the diverse interests of Missouri school counselors; shall maintain membership as a division of the American School Counselor Association (ASCA); and will cooperate professionally and maintain liaison with other recognized educational bodies operating within the State of Missouri.

ARTICLE II: Mission Statement and Purpose

ARTICLE II, SECTION 1. The mission of the Missouri School Counselor Association is to promote the development and full implementation of the Missouri comprehensive school counseling programs in all Missouri schools that address the academic, career, and social/emotional developmental needs of all Missouri children and adolescents and that are staffed by highly skilled, culturally sensitive school counselors.

ARTICLE II, SECTION 2. The organization of MSCA shall be guided by the Ends Policies established under Policy Governance.

ARTICLE III: Membership

There shall be five types of individual memberships in the Missouri School Counselor Association, namely: professional, student, emeritus, affiliate, and sustaining.

ARTICLE III, SECTION 1. Membership.

III- 1a. **Professional Membership** – To be eligible for professional membership, an individual shall:

1. Be engaged in school counseling work or in the training, preparation, or supervision of school counselors and have at least 50 percent of his/her time devoted to these Activities. OR
2. Be fully certified as a school counselor by the Missouri Department of Elementary and Secondary Education as having attained the specific requirements for the school counseling position they hold.

III-1b. **Student Membership** – Students who are in training and preparation for school counseling work, but not currently employed as a school counselor, shall be eligible for student membership upon presenting a statement from their major advisor. Student members shall be entitled to a 50-percent reduction in dues.

III- 1c. **Emeritus Membership** – To be eligible for emeritus membership and be exempt from membership dues, an individual shall:

1. Have held membership in MSCA for 10 years.
2. Be retired and shall not be employed as a full time school Counselor.
3. Apply for emeritus membership.
4. If an emeritus member returns full time to a school counseling position, they must notify MSCA immediately of the change in membership status.

III-1d. **Affiliate Membership** – Any person interested in school counseling, but not eligible for any other type of membership may become an affiliate member upon approval of the Board of Directors.

III-1e. **Sustaining Membership**—Any organization desiring to support the activities of MSCA may seek an annual sustaining membership upon payment of the prescribed fee and approval of the Board of Directors.

ARTICLE III, SECTION 2. Rights and privileges

III-2a. Professional, and emeritus members may vote in the elections of MSCA.

III-2b. Professional members are eligible to hold office in MSCA.

ARTICLE III, SECTION 3. MSCA Dues.

III-3a. The amount of dues for individual members and fees for sustaining members shall be established by the Board of Directors and are subject to approval by the Delegate Assembly. Emeritus members shall be exempt from payment of dues.

III- 3b. The membership year for MSCA shall be July 1 to June 30.

ARTICLE III, SECTION 4. Severance of membership.

Any member may, for just cause, be dropped from MSCA after a hearing before the Board of Directors, and by vote of the Board. Said member shall have right of appeal, upon request, before the Delegate Assembly.

ARTICLE IV: Officers and Board of Directors Elections

ARTICLE IV, SECTION 1: Officers and terms of office. The officers of MSCA shall be the Chair of the Board and Assistant Chair of the Board. The Director of Operations will serve as the secretary, which is a non-voting position.

ARTICLE IV, SECTION 2: Powers and Functions

IV- 2a. The Board of Directors shall conduct governance of MSCA but shall not take any action contrary to Bylaws adopted by the Delegate Assembly

IV-2b. The Board of Directors shall create policies to carry out the mission of MSCA.

ARTICLE IV, SECTION 3. Board of Directors Qualifications

IV-3a. The voting members of the Board of Directors shall consist of nine Directors from across the state of Missouri.

IV-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 the policies and procedures that address governance.

IV-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.

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

IV-3e. Board Directors shall not serve more than two terms on the Board of Directors.

IV-3f. The term of office for any elected Board Director shall be October 1 through September 30.

IV-3g. Board Directors must be employed full-time in school counseling in a school, school district, or as a full-time faculty in a school counselor education program in Missouri.

IV-3h. Board Directors must hold a valid Missouri school counselor certificate.

IV-3i. Board Directors must be MSCA Professional Members.

ARTICLE IV, SECTION 4. Nominations and Elections: Board of Directors.

IV-4a. Three Directors shall be elected annually through a general election by MSCA Professional, Retired Members.

IV-4b. Candidates must hold a valid Missouri school counselor certificate.

IV-4c. Candidates must have been practicing school counselors for at least five years.

IV-4d. Candidates must be employed full-time in school counseling in a school, school district, or coordinator/director of counseling or as a full-time faculty in a school counselor education program at the time of the election.

IV-4e. Candidates must:

- be current members of a Missouri regional association.
- be a current MSCA Professional or Regular Member and must have been a member for at least five years immediately preceding their candidacy.
- submit a resume that includes years of service and volunteer positions held at the regional or state level.

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

IV-4g. If any elected candidate should be unable to assume office by the beginning of MSCA'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, [or there are no candidates in reserve] the Board of Directors shall fill the vacancy.

IV-4h. Candidates will self-nominate for office by indicating their intent in writing to the Nominations and Elections Committee by November 15.

IV-4i. Candidates will submit a resume that includes years of service and volunteer positions held at the region level with region president signature verifying years of service.

IV-4j. The Nominations and Elections Committee will encourage eligible members to file and will ensure at least three candidates are secured for each year.

IV- 4k. Voting shall be conducted by secret ballot when there are at least 4 candidates on the ballot. When a ballot consists of only three candidates they will be elected by acclamation from the floor.

ARTICLE V: Delegate Assembly

ARTICLE V, SECTION 1. Delegate Requirements.

The Delegate Assembly is the highest legislative body of MSCA. It is composed of the voting members of the Board of Directors and Delegates from each of the 11 MSCA regions. It meets annually at the time of the state conference. The Director of Operations has the responsibility of certifying that all Delegates are professional members of MSCA as of September 30 preceding the Delegate Assembly. Delegates must also be current members at the time of the Delegate Assembly.

ARTICLE V, SECTION 2. Number of Delegates.

Each region shall have two Delegates. Delegates must be submitted to the Director of Operations by September 30 to qualify for participation in the Delegate Assembly. Names submitted after September 30 will be disqualified.

ARTICLE V, SECTION 3. Delegate Responsibilities

V-3a. Delegates are familiar with MSCA's organization and bylaws.

V-3b. Delegates are prepared by reading materials in the Delegate packet.

V-3c. Delegates are aware of Region policies and possible concerns.

V-3d. Delegates are active participants in the Delegate Assembly.

V-3e. Delegates follow Delegate Assembly rules.

V-3f. Delegates are present at all sessions.

V-3g. Delegates report-back to the Region after the Delegate Assembly.

ARTICLE V, SECTION 3. Delegate Assembly Meeting Requirements

V-3a. Special meetings of the Delegate Assembly shall be called at any time by the Board Chair with the approval of a majority of the Board of Directors.

V-3b. Notice of meetings and the appropriate materials shall be sent to each Delegate at least 30 days prior to the date of such meeting.

V-3c. The voting members present at any Delegate Assembly of which written notice was duly given shall constitute a quorum for the transaction of business.

V-3d. Resolutions and any other items of business, not previously recommended by the Board of Directors, will be handled in the same manner as a bylaws amendment and will require a 4/5 vote of the delegates present.

ARTICLE V, SECTION 4. Parliamentarian

V-4a. The Board of Directors shall appoint a Parliamentarian to serve a one-year term.

V-4b. A Parliamentarian shall perform appropriate duties at the Delegate Assembly and may be appointed for other official meetings.

ARTICLE VI: Board of Directors

ARTICLE VI, SECTION 1. Board of Directors Meetings

VI- 1a. The Board of Directors shall formulate and recommend policies to the MSCA membership and shall carry on such business as required in accordance with these bylaws.

VI-1b. The Board of Directors may schedule up to four regular meetings per year. Special meetings may be called by the Chair of the Board or by a majority of the voting members of the Board of Directors.

VI-1c. Meetings of the Board of Directors may be called by the Chair of the Board or by a majority of the members of the Board. Ten days notice of Board of Directors' meeting shall be given to each member, and such notice shall, as much as possible, contain a statement of the business to be transacted at such meeting.

VI-1d. A simple majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business.

VI-1e. Voting members of the Board of Directors shall be the nine elected Directors. All voting members of the Board of Directors shall be members of MSCA.

VI-1f. Individuals may be appointed as non-voting members of the Board of Directors at the discretion of the Board of Directors.

ARTICLE VI, SECTION 2. Vacancy and/or Removal

VI – 1a. 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.

VI-1b. 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. The committee shall utilize the approved rubric in reviewing candidates.

ARTICLE VIII: Region Associations

ARTICLE VIII, SECTION 1. MSCA Regions

The State of Missouri shall be divided into geographic service areas organized as Region Associations. School Counselors have the option to join the region that fits their geographic needs. The Regions of the Missouri School Counselor Association, Inc. shall be:

VIII-1a. **Central** Region

VIII-1b. **Greater Kansas City** Region

VIII-1c. **Jefferson County** Region

VIII-1d. **Mid-Missouri** Region

VIII-1e. **Northeast** Region

VIII-1f. **Northwest** Region

VIII-1g. **St. Louis City** Region

VIII-1h. **St. Louis Suburban** Region

VIII-1i. **South Central** Region

VIII-1j. **Southeast** Region

VIII-1k. **Southwest** Region

ARTICLE VIII, SECTION 2. Region Association

Requirements. Region Association requirements include:

VIII-2a. Serving the professional needs of school counselors in the area.

VIII-2b. Developing and filing Region bylaws that are not in conflict with the MSCA

bylaws and incorporating a district governing body to fulfill responsibilities to its members and to MSCA.

VIII-2c. Having contiguous geographic boundaries containing a minimum of 50 individuals eligible for professional or emeritus memberships.

VIII-2d. Ensuring that memberships in any Region Association shall not be contingent upon membership in any state educational organization.

VIII- 2e. Providing a way for the Region Association to affiliate and function cooperatively with local and/or district educational organizations.

ARTICLE VIII, SECTION 3. Petitions for new Regions

Petitions for formation of a new Region Association or affiliation must be submitted to the Board of Directors and will be subject to bylaws amendment procedures in Article XII except that a two-thirds vote of the Delegate Assembly will be required.

ARTICLE IX: Operational Structure

ARTICLE IX, SECTION 1. Committees.

IX-1a. MSCA's committees shall be appointed to accomplish specific tasks within specific timeframes. Board committees address specific tasks of the Board. Director committees serve to support the Ends Policies.

IX-1b. Committee Chairpersons only attend Board meetings at the request of the Chair of the Board.

IX-1c. MSCA Committees and Committee Chair positions within the operations of MSCA will be determined by Director of Operations and/or Board of Directors based on needs of the association.

ARTICLE IX, SECTION 2. Standing Committees

The standing committees shall be the MSCA Membership Linkage Committee, Bylaws Committee, and Nominations and Elections Committee.

IX-2a. **Membership Linkage Committee-** MSCA Membership Linkage Committee will develop a strategic plan for linking to the members of MSCA.

IX-2b. **Bylaws Committee** –MSCA Bylaws Review Committee annually reviews the MSCA Bylaws and makes recommendations to the Board of Directors. The MSCA Bylaws Review Committee is appointed by the Board of Directors.

IX-2c. **Nominations and Elections Committee-** The Nominations and Elections Committee develops policies and procedures for approval by the Board of Directors and conducts elections in accordance with the MSCA policies and procedures that address Nominations and Elections. The Nominations and Elections Committee is appointed by the Board of Directors.

ARTICLE X: Business Affairs

ARTICLE X, SECTION 1. Fiscal year. The fiscal year shall commence on July 1 of each calendar year.

ARTICLE X, SECTION 2. Fiscal Report. The annual fiscal report shall be submitted by the Director of Operations to the Delegate Assembly.

ARTICLE X, SECTION 3. Disbursements. The Director of Operations shall pay normal expenses of MSCA. Payment of unusual expenses must be authorized by the Board of Directors.

ARTICLE X, SECTION 4. Bonding. MSCA shall provide for bonding of appointed MSCA leaders as necessary.

ARTICLE X, SECTION 5. Audit. An un-audited financial statement of the financial records shall be made annually and a written report shall be submitted to the Board of Directors.

ARTICLE X, SECTION 6. Investments. The Board of Directors shall authorize the Association Management Company to make short-term investment of funds.

ARTICLE X, SECTION 7. Professional Services. The Board of Directors shall be authorized to employ such professional services as are needed (such as Director, clerical personnel, consultants, or printing services).

ARTICLE XI: Official Publications

The official newsletter of MSCA shall be The Counseling Connection.

ARTICLE XII: Amendments

ARTICLE XII, SECTION 1. Amendments. Amendments to the bylaws shall be acted upon at the annual Delegate Assembly.

XII-1a. Amendments shall be proposed by the Board of Directors or with the signature of 50 professional members. The Board shall notify members of the Delegate Assembly of the proposed amendment not less than 30 days prior to the annual meeting. A

proposed amendment must receive a majority vote.

XII-1b. A proposed amendment presented in writing at the annual Delegate Assembly shall be adopted by at least 4/5 vote of the delegates present.

XII-1c. Amendments to the Bylaws shall take effect immediately following approval by the Delegate Assembly unless otherwise specified.

ARTICLE XII, SECTION 2. Electronic voting. If, in the judgment of the Board of Directors, action upon a proposed amendment is desirable before the next Delegate Assembly, it may be taken through an electronic ballot following presentation of the amendment in writing to all members of the Delegate Assembly. If 50 percent of all the delegates vote within the succeeding 30 days, the amendment shall be adopted by a majority vote.

ARTICLE XIII: Indemnification

The Association shall indemnify each member of the Board of Directors and each of its officers, as described in Article VI 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.

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 MSCA'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 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, it may rely as to all questions of law on the advice of independent legal counsel.

Every reference herein to a member of the Board of Director 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 MSCA member or officer might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.