



# **BYLAWS**

## **AMERICAN SCHOOL COUNSELOR ASSOCIATION**

*Approved July 2018*

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

ARTICLE I, SECTION 1. The name of the Association shall be the American School Counselor Association (ASCA).

ARTICLE I, SECTION 2. ASCA expands the image and influence of school counselors. ASCA empowers school counselors with the knowledge, skills, linkages, and resources to promote equity, access to a high-quality education and overall success for every student in the school. The mission of ASCA shall be to represent school counselors and to promote professionalism and ethical practices.

### **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. School counseling professionals who hold a master's degree or higher in school counseling or the substantial equivalent and are employed as school counselors, supervisors of school counselors, or professors of counseling in a graduate program that prepares school counselors are eligible for Professional membership.
- 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 ASCA 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 ASCA policies and procedures that address Membership. Notwithstanding the foregoing, only Professional and Retired

members shall be considered members for purposes of the District of Columbia Nonprofit Corporation Act, which governs the operations of ASCA.

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 ASCA. Membership may be revoked for revocation of license or credential or for violation of ASCA Ethical Standards, following procedures described in ASCA policies and procedures that address Membership.

ARTICLE II, SECTION 6. Nondiscrimination. The American 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.

### **ARTICLE III: DIVISION CHARTERS**

ARTICLE III, SECTION 1. Organization of Divisions. Any group of Association members residing or working within a particular state, the District of Columbia, or a U.S. Territory may apply for a Division charter, provided that the group consists of at least 25 Professional or Retired ASCA members.

ARTICLE III, SECTION 2. Formation of Divisions.

III-2a. Groups that desire to form a Division must submit a Division Charter application to the Corporate Treasurer.

III-2b. The applicant's Bylaws and other governance documents shall be reviewed and approved by the ASCA Corporate Treasurer to ensure they are not in conflict with ASCA Bylaws.

III-2c. Division Charters are granted to state, the District of Columbia and U.S. Territory school counselor associations. ASCA charters one school counselor association per state, the District of Columbia, or U.S. Territory.

ARTICLE III, SECTION 3. Division Leadership. ASCA Division Presidents and Presidents-Elect must be members of ASCA.

ARTICLE III, SECTION 4. Revocation of Charter. Division charters may be reviewed and revoked following due process as set forth in ASCA policies and procedures that address Divisions.

### **ARTICLE IV: DELEGATE ASSEMBLY**

ARTICLE IV, SECTION 1. Composition and Selection of the Delegate Assembly.

IV-1a. The Delegate Assembly shall be composed of voting members of the ASCA Board of Directors and delegates of the chartered Divisions as described in ASCA policies and procedures that address Delegate Representation.

IV-1b. Division delegates shall be selected in any manner that a Division chooses; however, delegates must be Professional or Retired members of ASCA.

IV-1c. A Division shall submit to ASCA's Corporate Treasurer the names and addresses of its delegates to the Delegate Assembly.

ARTICLE IV, SECTION 2. Functions of the Delegate Assembly.

IV-2a. The Delegate Assembly represents the ASCA membership.

IV-2b. The Delegate Assembly identifies current issues, trends and concerns that inform the Ends policies of the Association.

IV-2c. The Delegate Assembly provides recommendations to the Board of Directors, committees and task forces.

IV-2d. The Delegate Assembly approves revisions to ASCA Bylaws.

IV-2e. The Delegate Assembly performs such other functions as may be in the best interest of ASCA, not in conflict with the Bylaws and specifically assigned to it by the Board of Directors.

ARTICLE IV, SECTION 3. Meetings of the Delegate Assembly.

IV-3a. The Delegate Assembly shall meet annually. Additional meetings may be called by majority vote of the Board of Directors.

IV-3b. Two-Thirds of the members of the Delegate Assembly must be present to constitute a quorum.

IV-3c. Each member of the Delegate Assembly shall have one vote. Decisions of the Delegate Assembly shall be made by a simple majority vote except in cases involving issues that require a greater majority, as defined in ASCA Bylaws and policies and procedures that address Governance.

IV-3d. Meetings of the Delegate Assembly shall be conducted in accordance with standing rules adopted by the Delegates.

**ARTICLE V: ASCA OFFICERS AND BOARD OF DIRECTORS**

ARTICLE V, SECTION 1. Officers. The officers of ASCA shall be the Chief Governance Officer (Chair of the Board), Assistant Chief Governance Officer (Assistant Chair of the Board), and the Corporate Treasurer.

ARTICLE V, SECTION 2. Powers and Functions.

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

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

ARTICLE V, SECTION 3. Board of Directors

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

V-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.

V-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.
- V-3d. At-large Directors shall be elected by the ASCA membership to serve a three-year term to take actions or to make decisions on behalf of the members in accordance with ASCA policies and procedures that address Governance.
  - V-3e. Three Directors shall be elected by the ASCA membership each year.
  - V-3f. Directors shall not serve more than two terms on the Board of Directors.
  - V-3g. The term of office for any elected Director shall coincide with the Fiscal Year of ASCA.
  - V-3h. Directors must be employed full-time in school counseling in a school, school district or state department of Education or as a full-time faculty in a school counselor education program.
  - V-3i. Directors must hold a valid school counselor license or certificate issued by a state department of education or equivalent state or federal agency.
  - V-3j. Directors must be ASCA Professional Members.

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

- V-4a. Three Directors shall be elected annually through a general election by ASCA Professional and Retired members held in accordance with ASCA Policies and procedures that address Nominations and Elections.
- V-4b. Candidates must be employed full-time in school counseling in a school, school district or state department of education or as a full-time faculty in a school counselor education program on the due date for the submission of candidate applications.
- V-4c. Candidates must have been practicing school counselors for at least five years on the due date for the submission of candidate applications.
- V-4d. 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.
- V-4e. Candidates must be ASCA Professional Members and must have been ASCA Professional Members for at least the five years immediately preceding the due date for the submission of candidate applications.
- V-4f. Candidates are required to complete ASCA leadership training no more than five years before the due date for the submission of candidate applications.
- V-4g. Candidates for the Board of Directors shall meet additional qualifications required by ASCA policies and procedures that address Nominations and Elections.
- V-4h. Candidates whose eligibility changes at any time during the election process must notify the Nominations and Elections Committee Chair.
- V-4i. The Nominations and Elections Committee shall conduct elections in accordance with ASCA policies and procedures that address Nominations and Elections.
- V-4j. The Nominations and Elections Committee selects a slate of candidates not to exceed eight candidates.
- V-4k. Nominations and Elections guidelines shall be developed by the Nominations and Elections Committee and approved by the Board of Directors.
- V-4l. If any elected candidate should be unable to assume office by the beginning of ASCA'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.

ARTICLE V, SECTION 5. Meetings.

- V-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.
- V-5b. Two-thirds of the members of the Board of Directors must be present to constitute a quorum.
- V-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 ASCA Bylaws and policies and procedures that address Governance.
- V-5d. Board of Directors members are required to attend all Board of Directors meetings and other functions in accordance with ASCA policies and procedures that address Governance.

ARTICLE V, SECTION 6. Vacancies.

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

ARTICLE V, SECTION 7. Removal from Office.

- V-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.
- V-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 V, SECTION 8. Compensation and Reimbursement of Expenses.

- V-8a. Members of the ASCA Board of Directors shall not receive any compensation for services, but their necessary expenses shall be paid in accordance with ASCA policies and procedures that address Governance and Finance.
- V-8b. Members of the ASCA Board of Directors shall not benefit financially or materially from their service on the Board of Directors, in accordance with ASCA policies and procedures that address Governance and Conflicts of Interest.

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

ARTICLE VI, SECTION I. Corporate Treasurer.

VI-1a. The Board of the Directors shall appoint a Treasurer of the Corporation who may also function as Secretary if the Board so decides.

VI-1b. The Treasurer of the Corporation shall maintain ASCA'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 ASCA's mission and vision, subject to the provisions of its Bylaws and policies and procedures adopted by the Board of Directors.

ARTICLE VI, SECTION 2. Parliamentarian.

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

VI-3b. A Parliamentarian shall perform appropriate duties at Delegate Assembly and may be appointed for other official meetings.

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

## **ARTICLE VII: OPERATIONAL STRUCTURE**

ARTICLE VII, SECTION 1. Committees. ASCA'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 VII, SECTION 2. Standing Committees. The standing committees shall be the ASCA Bylaw Review Committee, the Nominations and Elections Committee, and the Delegate Assembly Committee.

VII-2a. ASCA Bylaws Review. The ASCA Bylaws Review Committee annually reviews the ASCA Bylaws and makes recommendations to the Board of Directors. The ASCA Bylaws Review Committee also reviews all proposed amendments to the ASCA Bylaws and makes recommendations to the Board of Directors. The ASCA Bylaws Review Committee is appointed by the Board of Directors.

VII-2b. 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 ASCA policies and procedures that address Nominations and Elections. The Nominations and Elections Committee is appointed by the Board of Directors.

VII-2c. Delegate Assembly Committee. The Delegate Assembly Committee plans the annual business meeting in accordance with ASCA Bylaw, policies and procedures. The Delegate Assembly Committee is appointed by the Board of Directors.

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

ARTICLE VIII, SECTION 1. Fiscal Year. The fiscal year shall begin October 1 and end the following September 30.

ARTICLE VIII, 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 VIII, SECTION 3. Annual Meeting.

- VIII-3a. The Delegate Assembly shall constitute the annual business meeting of the Association.
- VIII-3b. The Board of Directors of ASCA may call additional business meetings of the ASCA general membership that are not meetings of the Delegate Assembly.
- VIII-3c. At any meeting of the general membership that is not a meeting of the Delegate Assembly, 100 Professional or Retired members of ASCA in good standing and a majority of the Board of Directors members must be present to constitute a quorum.

#### **ARTICLE IX: INDEMNIFICATION**

ARTICLE IX, SECTION 1. The Association shall indemnify each member of the Board of Directors and each of its officers, as described in Article 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.

ARTICLE IX, 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 ASCA'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 IX, 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 ASCA

member or officer might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.

**ARTICLE X: AMENDMENT OF BYLAWS**

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

- X-1a. An amendment shall be proposed by the Board of Directors or by petition over the signature of not less than 50 Professional or Retired members of ASCA 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 of the Delegate Assembly or a general membership meeting where Bylaws revisions will be considered. All proposed Bylaws amendments shall be reviewed by the Bylaws Review Committee.
- X-1b. Copies of amendments proposed under the provision of the foregoing paragraph shall be distributed to members of the Delegate Assembly or the general membership not less than 30 days prior to the first session of the annual meeting of the Delegate Assembly or a general membership meeting where Bylaws revisions will be considered.
- X-1c. In the event the attendance at Delegate Assembly 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.
- X-1d. Amendments originating during the Delegate Assembly or a general membership meeting shall be discussed and if approved by the Delegate Assembly or members in attendance of 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 ASCA Delegate Assembly 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 Delegate Assembly or general membership meeting shall be approved by a majority of ballots or votes received.
- X-1e. Bylaw amendments that affect Board or Delegate service, such as terms or eligibility, shall not be applicable to Board members and Delegates who are in office, newly elected or engaged in an election at the time the amendment is approved, unless the Delegate Assembly explicitly approves applying the Bylaw amendments immediately.



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

Revised:

June 1998  
Delegate Assembly  
San Antonio

June 2006  
Delegate Assembly  
Chicago

October 1998  
Delegate Assembly  
By mail ballot

September 2007  
Delegate Assembly  
By mail ballot

June 2000  
Delegate Assembly  
Cherry Hill, NJ

June 2012  
Delegate Assembly  
Minneapolis

June 2001  
Delegate Assembly  
Portland, Ore.

June 2013  
Delegate Assembly  
Philadelphia

October 2003  
Delegate Assembly  
By mail ballot

June 2015  
Delegate Assembly  
Phoenix

June 2004  
Delegate Assembly  
Reno, Nev.

July 2016  
Delegate Assembly  
New Orleans

September 2005  
Delegate Assembly  
By mail ballot

July 2017  
Delegate Assembly  
Denver