

# BYLAWS OF THE WISCONSIN SCHOOL COUNSELOR ASSOCIATION, INC.

## ARTICLE I: NAME AND PURPOSES

Section 1: Name. The name of the association shall be the Wisconsin School Counselor Association, Inc. (WSCA or the association), an affiliate of the Wisconsin Counseling Association, Inc. (WCA), as chartered by the American School Counselor Association (ASCA).

Section 2: Purposes. The purposes of the association shall be:

- a. To advance the profession of school counseling in preschool through post-secondary in order to maximize the educational academic, vocational, and personal/social growth of each student.
- b. To promote professional development of school counselors.
- c. To promote effective communication and action among other professionals, individuals, and organizations concerned with children.
- d. To address issues of concern to students.
- e. To give direction on issues of concern to school counselors.
- f. To foster closer professional and personal relationship among school counselors.

## ARTICLE II: MEMBERSHIP

Section 1: Types of Membership. This association shall include five types of membership: professional, student, emeritus, affiliate, and retiree.

Section 2: Requirements of Membership. In order to qualify for one of the five types of membership, an individual must meet the requirements specified for the membership being sought.

- a. Professional Membership. A Professional Member shall be employed as a counselor whether directly or in a supervisory, with a license in School Counseling from the Wisconsin Department of Public Instruction (DPI), and/or a post secondary educator in counseling.
- b. Student Membership. A Student Member must be engaged in a planned program of counselor education designed to result in a degree or certification as a counselor. No person shall be eligible to be or continue

as a Student Member who has held that status for a total of three years, or who otherwise is eligible to Professional Member.

- c. Emeritus Membership. A person who has served as WSCA's President and has completed his/her full term of office may be an Emeritus Member. He/she shall enjoy all privileges of membership but shall be exempt from payment of dues.
- d. Affiliate Membership. Any person interested in counseling not eligible for any other type of membership, may become an Affiliate Member.
- e. Retiree Membership. A person who has been a licensed school counselor with a license from the Wisconsin Department of Public Instruction as a school counselor, or a Post Secondary Counselor in Education, and who retires from the profession. In order to qualify, the person must have been a professional or emeritus member for at least the last three consecutive years.

Section 3: School Counselor Defined. The term "School Counselor" wherever used herein, shall include persons with a license in school counseling from the Wisconsin Department of Public Instruction.

Section 4: Dues. Dues shall be set by the WSCA Board of Directors and reviewed annually.

Section 5: Rights and Privileges.

- a. Professional, emeritus and retired members shall be eligible for elective office, or appointment to the Board of Directors. Student members shall be eligible for appointment to the Board of Directors. Professional, emeritus, retired and student members shall have voting rights.
- b. Members with dues paid on or before the first day of WSCA conference shall be eligible to register to attend the conference as a member.

Section 6: Annual Meeting. The annual meeting of the members shall be held on the last Friday of February in each year. At each annual meeting, the members shall (a) receive ballots for the election of the President-Elect and the Vice Presidents-Elect, (b) receive a report of the association's activities and financial condition by an officer of the association, and (c) transact such other business as may properly come before the meeting.

Section 7: Quorum. The presence in person or by proxy of ten percent (10%) of the members entitled to vote shall constitute a quorum for the transaction of business. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of a

number of members originally present leaves less than the number otherwise required for a quorum.

Section 8: Voting. At all meetings of the members, each professional, emeritus, retired and student member shall be entitled to cast one vote on any question coming before the meeting. Cumulative voting shall not be permitted. The members shall take action by the affirmative vote of a majority of the members present in person or by proxy at any duly held meeting, except as to any question upon which any different vote is required by law, the Articles of Incorporation, or these Bylaws.

Section 9: Action by Written Ballot. An action that may be taken an annual, regular or special meeting of the members may be taken by written ballot without a meeting in accordance with the procedures set forth in Wisconsin Statutes, Section 181.0708.

### **ARTICLE III: OFFICERS**

Section 1: Number. The officers of the association shall consist of President, President-Elect, Past President, Elementary Vice President, Elementary Vice President-Elect, Middle School Vice President, Middle School Vice President-Elect, Secondary Vice President, Secondary Vice President-Elect, Post Secondary Vice President, Post Secondary Vice President-Elect, Treasurer, and Secretary. The President, in consultation with the Board of Directors, may elect any other officers he or she deems necessary for the operation and management of the association, each of whom shall have the powers, rights, duties, responsibilities and terms of office determined by the President from time to time.

Section 2: Qualifications.

- a. All officers must be members of the association,
- b. All officers elected by the members must be professional, emeritus or retired members.
- c. The President, Past President, and President-Elect must be members of ASCA.
- d. All nominees for Elementary, Middle, and High School Vice Presidents be employed or retired school counselors at the level for which they are seeking office. All nominees for Post-Secondary Vice President shall be full-time counselor educators in programs that are approved by the Wisconsin Department of Public Instruction.

Section 3: Election. The President-Elect and the Vice Presidents-Elect shall be elected annually by the voting members by ballot. The Treasurer and Secretary shall be appointed by the President in consultation with the Board of Directors.

- a. The Nominations and Elections Committee shall determine the eligibility of and shall select from the nominees for placements on the election ballot of the names of at least one candidate for each of the following positions; President-Elect and the four Vice Presidents-Elect. The committee will present the slate of candidates to the Board of Directors for its approval at the Board meeting held in January. Should the

Committee submit an insufficient number of candidates to fill the ballot, the Committee shall select, in consultation with the Board of Directors, the names of qualified members consenting to have their names placed on the election ballot.

- b. Ballots shall be distributed to all members no later than March 15th and returned to the Nominations and Elections Committee Chair no later than April 15th. The ballot shall include resumes and pictures of each of the candidates.
- c. Candidates who receive a majority of the votes cast shall be elected to the position for which they were candidates.

Section 4: Terms.

- a. President. The President shall serve a 3-year term, including one year each as President-Elect, President and Past President.
- b. Vice Presidents. Each Vice President shall serve a 2-year term, including one year each as Vice President-Elect and Vice President. A Vice President may not run for reelection to a Vice President office until at least one year after completing his or her prior term as Vice President.
- c. Treasurer; Secretary; Other Officers. The Treasurer, Secretary and any other officers appointed by the President each shall serve a 3-year term.

Section 5: Duties of Officers.

- a. President. During the term of office, the President shall serve as the presiding officer at all meetings of the members and as the chair of the Board of Directors. The President, with the approval of the Board of Directors, shall have the power to appoint the Student Representative on the Board of Directors, the Treasurer, the Secretary, and all committee members, and perform such duties as are incidental to the office, or as directed by the Board of Directors.
- b. President-Elect. The President-Elect shall perform such WSCA related duties as may be directed by the Board of Directors. This individual shall also serve as the liaison to ASCA and shall coordinate activities within the organization.
- c. Past President. The immediate Past President shall perform such duties as may be directed by the Board of Directors and shall be chairperson of the Nominations and Elections Committee and Bylaws committee.
- d. Vice Presidents. The Vice Presidents shall be responsible specifically for generating interest and activities throughout the state within the framework of their respective offices.

- e. Secretary. The Secretary shall keep the records of all meetings of the Association members and Board of Directors, and shall perform such other duties as are incidental to this office. The Secretary shall collect, organize, and maintain all significant documents pertaining to the association and will store materials properly so that they are accessible for future association members, directors and officers.
- f. Treasurer. The Treasurer shall validate quarterly statements and shall submit a complete fiscal report to the Board of Directors as soon as possible after the close of the fiscal year, and shall perform such other duties as may be directed by the Board of Directors.

Section 6: Removal from Office.

- a. Any officer elected by the members may be removed from office, with or without cause, at any time, by the members at a special meeting of the members, if the members consider it to be in the best interests of the association.
- b. Any officer elected by the members, may be removed from office, for cause, by two-thirds vote of the Board of Directors a special meeting of the Board of Directors.
- c. Any officer appointed by the President may be removed, with or without cause, at any time by the President, if the President determines it to be in the best interests of the association.

Section 7: Vacancies.

- a. If a vacancy occurs in any office elected by the members or any other member of the Board of Directors, the President shall recommend to the Board of Directors the name of at least one qualified replacement. The Board of Directors shall appoint the replacement from the President's recommendation to serve for the remainder of the unexpired term.
- b. A vacancy occurring in any office appointed by the President, for any reason, may be filled for the unexpired portion of the term of the office by the President in consultation with the Board of Directors.

**ARTICLE IV: BOARD OF DIRECTORS**

Section 1: Composition, and qualifications of Board of Directors.

- a. The Board of Directors shall be composed of not more than twenty-four members, including the eleven WSCA officers elected by the members (President, President-Elect, Past President, four Vice Presidents, and four Vice Presidents-Elect), one representative appointed by the WCA board of directors, one DPI representative (as defined below), one student representative appointed by the President from among the student

members, the Treasurer, the Secretary, and not more than eight standing committee chairs appointed by the President. All members of the Board of Directors shall be voting directors except for the DPI representative.

- b. The DPI Educational Consultant-School Counseling Programs shall be a non-voting, ex-officio member of the Board of Directors (DPI representative).

Section 2: Powers and Functions. The Board of Directors shall direct and manage the general administration and executive functions of the association.

Section 3: Meetings. The president of the Association shall call meetings as are deemed necessary to carry on the business of the Association.

- a. Each voting member of the Board of Directors shall have one vote.
- b. A quorum shall consist of half of the voting members of the Board of Directors plus one.
- c. A majority vote of the voting directors present at the meeting is needed to pass a motion.

Section 4: Standing Committees. Standing committees shall carry on the work of WSCA. The standing committees shall include:

- a. Bylaws. Review the bylaws of this Association annually and make recommendations concerning revisions to the Board. This committee shall be chaired by the immediate Past President of the Association.
- b. Conference Program. Coordinate all WSCA Conference activities. The President shall appoint the chair of this committee.
- c. Finance. Develop an initial operating budget for consideration, revision, and eventual adoption by the Board of Directors, implement the operation of the budget by monitoring income and expenditures, suggest financial policy statements and make fiscal recommendations to the Board of Directors. The finance committee will also be responsible for the initial approval of expenditures above and beyond those approved in the budget. The committee will be primarily responsible for developing a three-year plan to reflect the needs of the Association. The finance committee shall be chaired by the Association Treasurer. Other members will include the Past President, President-Elect, and two members to be appointed by the President of the Association. The President will serve as an ex-officio member of the committee.

- d. Education. Organize and implement a delivery system for education-related opportunities. The President shall appoint the chair of this committee.
- e. Government Relations. Report to the Board of Directors on current legislation affecting children and education. Act on specific legislation as directed by the Board of Directors. The President shall appoint the chair of this committee.
- f. Membership. Organize and implement methods and techniques to increase the membership of this Association by such lawful means as the committee deems proper. In addition, this committee will maintain membership records. The President shall appoint the chair of this committee.
- g. Nominations and Elections. Fulfill duties as stated in Article III, Section 3a of these Bylaws. This committee shall be chaired by the immediate Past President of the Association.
- h. Professional Recognition. Recommend to the Board of Directors criteria for awards and scholarships, solicit nominations for awards and scholarships, select winners, present awards and scholarships at the conference, and publicize recipients of awards and scholarships. The President shall appoint the chair of this committee.
- i. Publications. Oversee and coordinate all publications of this Association with approval of the Board of Directors.
- j. Ethics. Review the Code of Ethics annually and make recommendations concerning revisions to the Board of Directors. This committee shall be chaired by the Post-Secondary Vice President of the Association.
- k. Advocacy and Public Relations. Oversee and coordinate activities with other professional organizations with the approval of the approval of the Board of Directors. Oversee and coordinate all public relations activities of this Association with the approval of the Board of Directors. The President shall appoint the chair of this committee.
- l. Career Guidance. Represent WSCA in terms of career guidance with the approval of the Board of Directors. Serve as liaison person to the Wisconsin Career Development Association. This committee shall be chaired by the Secondary Vice President of the Association.
- m. Research and Evaluation. Coordinate research activities as they relate to WSCA with the approval of the Board of Directors. This

committee shall be chaired by the Post-Secondary Vice President of the Association.

- n. Technology. Oversee and coordinate technology activities with the approval of the Board of Directors. The President shall appoint the chair of this committee.

Section 5: Terms of Standing Committee Chairs.

- a. The chairs of standing committees that are appointed by the President shall serve staggered 3 year terms, with approximately one-third of such chairs appointed each year.
- b. Any standing committee chair or member appointed by the President may be removed, with or without cause, at any time by the Board of Directors , if the Board determines it to be in the best interests of the association.
- c. A vacancy occurring in any standing committee, for any reason, may be filled by the President.

Section 6: Ad Hoc Committees. The Board of Directors shall may create ad hoc committees if necessary or desirable. The President, in consultation with the Board of Directors, shall appoint all members and chairs of ad hoc committees. The President shall have the power to remove members of ad hoc committees. Ad hoc committee members shall serve at the discretion of the Board of Directors until such time as the Board determines that the committee is not longer necessary. The chairs of ad hoc committees shall not be members of the Board of Directors.

**ARTICLE V: MISCELLANEOUS**

Section 1: Fiscal Year. The fiscal year shall be from July 1st to June 30th.

Section 2: No Seal. The association shall have no seal.

Section 3: Wis. Stat. Chapter 181. This association shall be subject to the requirements and provisions of Wisconsin Statutes Chapter 181, except to the extent modified by the association's Articles of Incorporation and Bylaws.

**ARTICLE VI: AMENDMENT OF BYLAWS**

Section 1: By Members. The members may amend these Bylaws pursuant to a vote at a meeting of the members for which proper notice was provided as required by these Bylaws and by Wisconsin Statutes chapter 181, and shall be adopted at such meeting upon receiving an affirmative vote of a majority of the members.

Section 2: By the Board of Directors. These Bylaws may be amended by majority vote of the Board of Directors after submission of the proposed amendment. A proposed

amendment to the Bylaws shall take effect after it has received a simple majority vote at a Board meeting.

## **ARTICLE VII: INDEMNIFICATION**

The Association shall indemnify each of its officers and directors 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 the best interest of the Association and, in the case of criminal action or proceeding, in addition, had not 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 directors 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 director 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. Every reference herein to a director or officer of the Association shall include every director and officer thereof, or former director 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 member or officer of the Association might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.