

# BYLAWS OF THE WISCONSIN SCHOOL COUNSELOR ASSOCIATION, INC. April 23, 2016

## MISSION:

The mission of the Wisconsin School Counselor Association is to advance the profession of school counseling in preschool through post-secondary in order to maximize the academic performance, career planning, and personal/social growth of every student.

## ARTICLE I: NAME

ARTICLE I SECTION 1: Name. The name of the association shall be the Wisconsin School Counselor Association, Inc. (WSCA or the association), as chartered by the American School Counselor Association (ASCA). WSCA shall manifest autonomy in the conduct of its affairs but shall be organized and operated at all times in compliance with the Bylaws of both WSCA and ASCA.

## ARTICLE II: MEMBERSHIP

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

ARTICLE II 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.

II-2a Professional Membership. A Professional Member shall be licensed as a school 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.

II-2b. 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 school counselor. No person shall be eligible to be or continue as a Student Member who has held that status for a total of five years, or who otherwise is eligible to be a Professional Member.

II-2c. 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.

II-2d. Affiliate Membership. Any person interested in school counseling not eligible for any other type of membership, may become an Affiliate Member.

II-2e. 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.

ARTICLE II 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 or other authorized State Departments of Instruction.

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

ARTICLE II SECTION 5: Rights and Privileges.

II-5a. Professional, emeritus and retired members shall be eligible for elective office, or appointment to the Board of Directors. Professional, emeritus, and retired members shall have voting rights.

ARTICLE II SECTION 6: Severance of Membership. Association members may be dropped from membership for nonpayment of dues or revocation of license or credential, following procedures described in the WSCA policies that address membership.

ARTICLE II SECTION 7: Annual Meeting. The annual meeting of the members may be duly called or held in conjunction with the WSCA Annual Conference, currently held in February of each year. At each annual meeting, the members may (a) receive a ballot for the election of officers for the WSCA Board of Directors (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. The annual meeting will be scheduled at the discretion of the WSCA Board of Directors and/or may be called by members of the association.

ARTICLE II SECTION 8: 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.

ARTICLE II SECTION 9: 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.

ARTICLE II SECTION 10: 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 II SECTION 11: Nondiscrimination. The Wisconsin School Counselor Association does not knowingly engage in or support activities that discriminate on any basis as addressed in the ASCA Ethical Standards for School Counselors.

### **ARTICLE III: WSCA OFFICERS AND BOARD OF DIRECTORS**

ARTICLE III SECTION 1: Officers. The officers of WSCA shall be the Chief Governance Officer (Chair of the Board), Assistant Chief Governance Officer (Assistant Chair of the Board), and the Chief Executive Officer (CEO) also known as the Executive Director of the organization.

ARTICLE III SECTION 2: Powers and Functions.

III-2a. The Board of Directors shall conduct the governance of WSCA but shall not take any action contrary to Bylaws adopted by the Board of Directors.

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

III-2c. The Board of Directors shall direct and manage the general administration and executive functions of the association.

ARTICLE III SECTION 3: Board of Directors.

III-3a. The voting members of the Board of Directors shall consist of nine Directors as determined by the voting membership.

III-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.



III-3c. The Assistant Chair of the Board shall be an elected Director of 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.

III-3d. The Chair of the Board and the Assistant Chair of the Board will be elected in April of each year by the members of the Board who are returning in the following year as part of their term and newly elected Board members. Elections will be scheduled by the current Chair of the Board and will be conducted in a closed meeting of the nine elected members of the Board of Directors.

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

III-3f. The number of Directors who shall be elected by the WSCA membership each year will be determined by the number of Directors, who are completing a three-year term and in order to maintain nine members on the Board of Directors.

III-3g. Directors shall not serve more than two consecutive terms on the Board of Directors.

III-3h. Secretarial duties will be rotated among currently elected board members. The Executive Director will assume treasurer duties.

III-3i. The term of office for any elected Director shall coincide with the Fiscal Year of WSCA.

III-3j. Directors must be school counselors, faculty in a school counselor education program, or a recently retired aforementioned position.

III-3k. Directors must hold a valid school counselor license or certificate issued by the Wisconsin Department of Public Instruction.

III-3l. Directors must be WSCA and ASCA Professional Members. Annual dues for WSCA and ASCA shall not be paid by WSCA.

III-3m. The Wisconsin Department of Instruction Educational Consultant-School Counseling Programs shall be a non-voting, ex-officio member of the Board of Directors.

III-3n. At the invitation of the Board of Directors, the Wisconsin Counseling Association representative shall attend at least one board meeting each year and shall not have voting status at the Board of Directors meetings.

ARTICLE III SECTION 4: Meetings. The Chair of the Board of Directors of the Association shall call meetings as are deemed necessary to carry on the business of the Association.

III-4a. The Board of Directors shall meet at least once per 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.

III-4b. A quorum shall consist of two-thirds of the voting members of the Board of Directors.

III-4c. 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 the WSCA Bylaws and policies and procedures that address Governance.

III-4d. Directors are required to attend all Board of Director meetings and other functions in accordance with WSCA policies and procedures that address Governance.

III-4c. Any Director who misses two Board meetings in a Fiscal Year may be removed from the Board of Directors and a qualified replacement will be appointed by the Board Chair to complete the vacated term. Extenuating circumstances, which may include but are not limited to professional or personal emergencies, physical or mental illness, inclement weather, etc., may be considered as cause by the Board and will be considered in determining a Board members removal from the Board.

III-4d. The Whistleblower Policy of the Wisconsin School Counselor Association: (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the association; (2) specifies that the association will protect the person from retaliation; and (3) identifies where such information can be reported.

III-4d1. Encouragement of reporting. The association encourages complaints, reports or inquires about illegal practices or serious violations of the association's policies, including illegal or improper conduct by the association itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting, or audit matters, ethical violations, or other

similar illegal or improper practices or policies. Other subjects on which the association has existing complaint mechanisms should be addressed under those mechanisms, unless those channels are themselves implicated in those other mechanisms

III-4d2. Protection from retaliation. The association prohibits retaliation by or on behalf of the association against staff or volunteers for making good faith complaints, reports, or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The association reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

III-4d3 Where to report. Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the association's Chair of the Board or Executive Director, if that person's implicated in the complaint, report or inquiry, it should be directed to the Assistant Chair of the Board or Executive Director. The association will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the association may be unable to fully evaluate a vague or general complaint, report, or inquiry that is made anonymously.

III. 4e. Record-Retention Policy. WSCA will maintain all records for the maximum duration under federal and state law. Unless otherwise noted, records that don't have a maximum retention period will be maintained as permanent records of the association.

#### ARTICLE III SECTION 5: Removal from Office.

III-5a. An elected officer or member of the Board of Directors may be removed from office, for cause, by two-thirds vote of the Board of Directors at a special meeting of the Board of Directors. At the discretion of the Board of Directors, a due process committee may be appointed to review any changes and take recommendations. The committee shall complete its assignment and submit a final report within 30 days after appointment.

III-5b. 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 resign. Directors who know they cannot or will not regain eligibility within three months shall be asked to resign immediately upon becoming ineligible.



III-5c. An officer or member of the Board appointed by the Board of Directors may be removed from office, for cause, by two-thirds vote of the Board of Directors.

ARTICLE III SECTION 6: Vacancies.

III-6a. If a vacancy occurs in any office elected by the members or any other member of the Board of Directors, the Chair 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 Chair's recommendation to serve for the remainder of the unexpired term.

III-6b. A vacancy occurring in any office appointed by the Chair, for any reason, may be filled by new appointment for the unexpired portion of the term of the office by the Chair in consultation with the Board of Directors.

ARTICLE III, SECTION 7. Compensation and Reimbursement of Expenses.

III-7a. Members of the WSCA Board of Directors shall not receive any compensation for services, but their necessary expenses shall be paid in accordance with WSCA policies and procedures that address Governance and Finance.

III-7b. Members of the WSCA Board of Directors shall not benefit financially or materially from their service on the Board of Directors, in accordance with WSCA policies and procedures that address Governance and Conflicts of Interest.

**ARTICLE IV: NOMINATIONS AND ELECTIONS OF BOARD OF DIRECTORS**

ARTICLE IV SECTION 1: Candidate Qualifications.

IV-1a. The Directors shall be elected annually through a general election by WSCA Professional, emeritus, retired and student members held in accordance with WSCA policies and procedures that address Nominations and Elections.

IV-1b. Candidates must be school counselors, faculty in a school counselor education program, or a recently retired aforementioned position.

IV-1c. Candidates must have been practicing school counselors for at least three years.

IV-1d. Candidates must hold a valid school counselor license or certificate issued by the Wisconsin Department of Instruction.

IV-1e. Candidates must be current WSCA Professional Members.

IV-1f. Candidates for the Board of Directors shall meet additional qualifications required by WSCA policies and procedures that address Nominations and Elections.

IV-1g. Candidates whose eligibility changes at any time during the election process must notify the Nominations and Elections Committee Chair.

#### ARTICLE IV SECTION 2: Nominations and Elections.

IV-2a. The Nominations and Elections Committee shall conduct elections in accordance with WSCA policies and procedures that address Nominations and Elections.

IV-2b. The Nominations and Elections Committee selects a slate of candidates not to exceed eight candidates. 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 slate

IV-2c. The Nominations and Elections Committee will present the slate of candidates to the Board of Directors for its approval at the WSCA Board of Directors meeting held in January.

IV-2d. Will be a yes no vote on a slate of candidates determined by the Elections committee. Winners will be notified no later than March 15<sup>th</sup>.

IV-2e. Nominations and Elections guidelines shall be developed by the Nominations and Elections Committee and approved by the Board of Directors.

IV-2f. If any elected candidate should be unable to assume office by the beginning of WSCA's Fiscal Year, the candidate with the next highest number of votes in the election shall be asked to serve in the vacant position by the Chair of the Board and/or the Chair of the Nominations and Elections Committee.

#### ARTICLE V: ADDITIONAL POSITIONS AND DUTIES

##### ARTICLE V SECTION 1: Corporate Treasurer.

V-1a. The Executive Director will assume the duties of the Corporate Treasurer.

V-1b. The Corporate Treasurer shall maintain WSCA's records, administer the



affairs of the Association, including financial affairs, validate monthly and quarterly financial statements, submit a complete fiscal report to the Board of Directors within 60 days of the close of the fiscal year, and perform such other duties as are incidental to this office, in accordance with WSCA's mission and vision, subject to the provisions of the Bylaws and policies and procedures adopted by the Board of Directors.

ARTICLE V SECTION 2: Secretary.

V-2a. The role of the Secretary shall rotate among the current elected board of directors.

V-2b. The Secretary shall keep records of all meetings of the Association members and Board of Directors and post meeting minutes on the WSCA website at least 30 days after the meetings. 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.

V-2c. The Secretary shall perform such other duties as are incidental to this office, in accordance with WSCA's mission and vision, subject to the provisions of the Bylaws and policies and procedures adopted by the Board of Directors

ARTICLE V SECTION 3: Parliamentary Authority.

V-3a. The Board of Directors may choose to appoint a Parliamentarian to serve a one-year term as deemed necessary and in alignment with the Association's Mission, Vision (Ends), and policies and procedures that direct Governance. A Parliamentarian shall perform appropriate duties at Board of Directors and membership meetings and may be appointed for other official meetings.

ARTICLE V SECTION 4: Additional Appointments.

V-4a. The Board of Directors may appoint other positions as needed.

**ARTICLE VI: OPERATIONAL STRUCTURE**

ARTICLE VI SECTION 1: Committees. WSCA's committees shall be appointed to accomplish specific tasks within specific time frames in accordance with the Association's Mission, Vision (Ends), Bylaws, Strategic Plan, and policies and procedures of Governance as adopted by the Board of Directors. 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 VI SECTION 2: Standing Committees. Standing committees shall carry on the work of WSCA. Chairs for the Standing Committees will be appointed by the Board of Directors. The standing committees for the WSCA Board are: Bylaws Review Committee, and Nominations and Elections Committee

VI-2a. Bylaws Review Committee: This committee annually reviews the WSCA Bylaws and makes recommendations to the Board of Directors. The Bylaws Review Committee also reviews proposed amendments to the WSCA Bylaws and makes recommendations to the Board of Directors.

VI-2b. Nominations and Elections Committee: This committee develops policies and procedures for approval by the Board of Directors and conducts elections in accordance with WSCA policies and procedures that address Nominations and Elections.

ARTICLE VI SECTION 3: Terms of Standing Committee Chairs.

VI-3a. The chairs of standing committees appointed by the Board of Directors shall serve one year terms.

VI-3b. Any standing committee chair or member appointed by the Board of Directors 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.

VI-3c. A vacancy occurring in any standing committee, for any reason, may be filled by new appointment by the Chair with approval from the Board of Directors.

## **ARTICLE VII: MISCELLANEOUS**

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

ARTICLE VII SECTION 2: No Seal. The association shall have no seal.

ARTICLE VII 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 VIII: AMENDMENT OF BYLAWS**



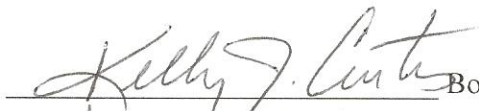
ARTICLE VIII SECTION 1: By Members. The members may amend these Bylaws pursuant to a vote at a meeting of the members for which proper notice was provided as required by these Bylaws and by Wisconsin Statutes chapter 181, and shall be adopted at such meeting upon receiving an affirmative vote of a majority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

ARTICLE VIII 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 IX: 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 action 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.

The undersigned, Secretary of the Wisconsin School Counselor Association, Inc., does hereby certify that the foregoing Restated Bylaws were adopted by the Board of Directors at the organizational meeting held on April 23, 2016, effective as of July 1, 2016.



Board Chair, Kelly Curtis



, Assistant Board Chair, Jennifer Betters-Bubon

WSCA Bylaws April 23, 2016



Brianne E. Mehlos, Director, Brianne Mehlos  
Carrie King, Director, Carrie King  
Olin Morrison, Director, Olin Morrison  
Tammi Fure, Director, Tammi Fure  
Rachel Berg, Director, Rachel Berg  
Angela Goebel, Director, Angela Goebel  
Tammy Holtan Arnold, Director, Tammy Holtan Arnold