

BYLAWS OF THE PENNSYLVANIA SCHOOL COUNSELORS ASSOCIATION

(Revised 2005, 2007, August, 2008)

ARTICLE I

Name

The name of this organization shall be the Pennsylvania School Counselors Association, a division of the American School Counselor Association.

ARTICLE II

Purpose

The purpose of this organization shall be to bring professional school employees together in association to:

- A. Develop and improve guidance and counseling services in our schools.
- B. Cooperate with other educators to advance education as a whole.
- C. Promote the professional growth and status of school counselors.
- D. Establish and maintain helpful professional relationships for the interchange of ideas in order to maximize the educational and personal growth of our students.

ARTICLE III

Membership

Section I. The Membership shall include Professional, Regular, Student, Retired, Affiliate and Life Members and Associate Status.

Section II. Professional Member.

- A. This person must hold a valid certification to serve as a school counselor.
- B. This person must be employed as an elementary, secondary or college counselor, or a supervisor of guidance and counseling services, at the district, regional or state level.
- C. A retired person completing the term(s) of elected office shall be granted professional membership status.

Section III. Regular Member.

This person must hold a valid certification to serve as a school counselor, but must be currently unemployed as such.

Section IV. Student Member.

This person must be a certified graduate student enrolled at least half-time in a course of study designed to prepare him/her for guidance work. Student Membership shall be held for no more than three years and only as long as the person is properly entitled to such status.

Section V. Retired Member.

This person may be eligible for retired membership if he/she has been a professional member immediately preceding retirement. A retired member shall maintain all the privileges of professional membership.

Section VI. Life Member.

Life membership is an honor awarded to a person who has made a significant contribution in the field of guidance and counseling and provided exemplary leadership to the organization. A professional member may only be nominated by the Advisory Council upon recommendation by a member of the Governing Board. A nominee may become a Life Member only through special action of the Governing Board. Life Members shall retain all the rights and privileges of dues paying members and any others extended by the Governing Board, and shall be exempt from payment of annual dues.

Section VII. Associate Status (non-member)

- A. All other persons who present themselves to this association for membership shall have their applications referred to the Membership Committee which may grant them "Associate Status" if they are not eligible for Professional, Regular, Retired, Student or Life Membership.
- B. The decision of the Membership Committee shall be considered final.

Section VIII. Affiliate Membership

In the case of certain nonprofit organizations, further education institutions, libraries, etc. a category entitled Affiliate Membership will be available.

- A. Organizations wishing to be considered for Affiliate Membership shall submit a request to the Membership Committee for consideration.
- B. The decision of the Membership Committee shall be considered final.
- C. Affiliate Members shall receive five (5) copies of all PSCA publications and shall receive all communications as would other members. No individual representing an Affiliate shall be eligible to vote in elections nor to hold office by virtue of their Affiliate membership.

Section IX. Dues.

Dues shall be set for all categories of members by vote of the membership attending the annual meeting.

Section X. Rights and Privileges.

Professional, Regular, Retired and Life Members shall be eligible to vote, hold office and initiate motions at Parliamentary proceedings.

Section XI. Non Discrimination.

Membership shall not be limited on the basis of race, religion, sex, national origin, ancestry, age, marital status, sexual orientation, handicap or veteran status.

**ARTICLE IV
Officers**

Section I. Officers and Terms of Office.

- A. The officers of the Association shall be President, President-Elect, Vice-President, Immediate Past-President, Treasurer and Secretary.
- B. All officers of the Association, except the Secretary, shall be elected/selected at large by the eligible members of the Association.
- C. The Vice-President shall automatically become President-Elect of the Association, one year after the commencement of the term of office as Vice-President, or upon the death or resignation of the President-Elect.
- D. The President-Elect shall automatically become President of the Association one year after the commencement of the term of office as President-Elect, or upon the death or resignation of the President.
- E. The Immediate Past-President shall serve for one year following the expiration of the term as President.
- F. The Secretary shall be appointed by the President, with the approval of the Governing Board, and shall serve a concurrent term with the President.
- G. The Treasurer shall serve a three-year term. No Treasurer shall serve more than two (2) consecutive terms.
- H. The Immediate Past-President shall not be a candidate for any elective office for one year immediately following the term of office.
- I. The term of office for any elected officer shall coincide with the Fiscal Year of the Association.
- J. In the event a vacancy occurs among the officers or the Advisory Council, the Executive Committee shall fill the vacancy by proper appointment. Said appointment shall be in effect until the next regular election/selection of the Association. Should a vacancy occur on the Governing Board, the President shall fill that vacancy by proper appointment to complete the term of the resigning/deceased board member.

Section II. Nominations and Elections.

- A. The Vice-President shall be elected annually and the Treasurer biannually.
- B. To be eligible for any elective office, a member must have held a professional membership in PSCA for five consecutive years. Any person who accepts a nomination for any statewide office must be a professional member of ASCA as well.
- C. The Immediate Past-President as Chairperson of the Nominations and Elections Committee shall select three other members according to the following geographical composition; (a) one member from the western portion of the state (units 1-7, 28), (b) one member from the central portion of the state (units 8-13, 15-17), and (c) one member from the eastern portion of the state (units 14, 18-26, 29).
- D. The Nominations and Elections Committee shall select from among those petitions submitted no less than two candidates to appear on the ballot. Should fewer than two petitions be submitted, the right of nominations and election/selection procedures shall revert to the committee.
- E. Petitions: To be valid, a nominating petition must contain the signatures of no less than 25 professional members of PSCA. The procedures for submitting petitions shall be printed in the initial issue of the Pennsylvania Counselor and shall be received by the Chairperson of the Nominations and Elections Committee no later than November 30th. Signatures on the petitions shall be subject to verification by the Membership Chairperson.
- F. Balloting: To be eligible to receive a ballot and cast a vote in the election, a person's membership application and dues must be received by the Membership Chairperson no less than 45 days prior to the annual conference.

Section III. Duties of the Officers.

- A. The President shall serve as the presiding officer of PSCA and as a member of the Executive Committee of PCA. The President, with the approval of the Governing Board, shall appoint all committee chairs not already assigned through the Bylaws and perform such duties as are incidental to the office, or as directed by the Governing Board. The President shall be an ex-officio member of all committees.
- B. The President-Elect shall perform such duties as directed by the President with the approval of the Governing Board and shall serve as Chairperson of the Financial Affairs Committee. In the absence of the President, the President-Elect will preside over the meetings of the Association.
- C. The Vice-President shall perform such duties as directed by the President with the approval of the Governing Board. The Vice-President shall serve as a member of the Financial Affairs Committee.
- D. The Immediate Past-President shall perform such duties as directed by the President with the approval of the Governing Board. The Immediate Past-President shall serve as Parliamentarian at all meetings of the Association and shall serve as Chairperson of the Nominations and Elections Committee. The Immediate Past-President shall also serve as a member of the Financial Affairs Committee.
- E. The Secretary shall keep a record of all meetings of the Association and shall perform other duties as are incidental to this office. The Secretary shall serve as a member of the Financial Affairs Committee.
- F. The Treasurer shall validate the receipt and expenditure of Association funds in accordance with the fiscal guidelines approved by the Governing Board and the current budget of the Association, shall deposit all receipts in the depository designated by the Governing Board, and shall submit a complete fiscal report to the Governing Board as soon as possible after the close of the fiscal year and at any other time when requested by the Governing Board. The Treasurer shall serve as a member of the Financial Affairs Committee.
- G. The Chairperson of the Advisory Council shall preside over meetings of the Advisory Council and shall report the advice of that body to the Governing Board at each of its meetings. The Chairperson of the Advisory Council shall serve as a member of the Financial Affairs Committee.

Section IV. Removal from Office.

An elected officer or member of the Governing Board may be removed from office, for cause, by a two-thirds majority vote of the members of the Governing Board.

ARTICLE V
Executive Director

Section I. Appointment.

The Governing Board may appoint an Executive Director to serve as the Chief Operating Officer of the organization. The Advisory Board of the organization shall serve as the search committee for purposes of advertising for and selecting an Executive Director.

Section II. Contract and Compensation.

The Governing Board shall establish the length of contract for the Executive Director and the annual compensation to be paid in the form of stipend and benefits.

Section III. Duties of the Executive Director.

The Executive Director serves as the administrative manager of the Pennsylvania School Counselors Association. The Executive Director reports to the Governing Board and functions under the direction of the current President. The Executive Director is a nonvoting participant at Governing Board and Executive Committee meetings. The Executive Director shall serve as a member of the Financial Affairs Committee.

ARTICLE VI
Boards and Committees

Section I. Governing Board.

- A. The Governing Board shall consist of the President, President-Elect, Vice-President, Immediate Past-President, Treasurer, Chairperson of the Advisory Board, and the Service Unit Representatives, all of whom shall be voting members. The Executive Director and the Secretary shall be ex-officio members without a vote.
- B. The function of the Governing Board shall be to serve as the agency through which the general administrative and executive functions are implemented.
- C. A majority of the voting members of the Governing Board shall constitute a quorum.
- D. The Governing Board shall meet no less than twice a year. Dates for such meetings will be determined by the President in consultation with the Executive Director.

Section II. Emergency Questions.

The President may submit questions to the Governing Board by mail ballot or by e-mail concerning emergency questions arising between the meetings of the Governing Board.

Section III. The Service Unit.

- A. The service unit representatives shall be elected at the unit level. Units are encouraged to seek two or more nominations. However, should fewer than two nominations be submitted, the right of nomination and election/ selection procedures shall revert back to the individual unit. The term of office shall be three years and shall begin on the first day of the PSCA fiscal year. The next ranking candidate in the election return shall serve as the alternate service unit representative and shall complete the unexpired term if a Service Unit Representative leaves the Governing Board during the term of office.
- B. In order to confirm the election/selection of Unit Representatives, the election/selection results shall be submitted to the Nominations and Elections Committee no less than three days prior to the annual conference. In case the election results are not received by the specified date, the President in consultation with the Governing Board, shall appoint representatives for those units at the Governing Board meeting held during the annual conference.
- C. The Governing Board shall be responsible for the designation of Service Unit numbers and the determination of the required number of Service Unit Representatives

that shall be seated on the Governing Board.

D. A Service Unit Representative shall be a Professional member of PSCA and shall serve a maximum of two consecutive terms, in addition to serving in the capacity of Alternate whatever may remain of the unexpired term of a resigned or deceased Service Unit Representative.

E. Intermediate Unit Representatives shall designate an IU Representative alternate for a Governing Board meeting that they are unable to attend. The IU Representative will do so by notifying the PSCA Executive Director in writing about the designated alternate for the meeting. Said notification may occur via e-mail to the Executive Director before the Governing Board meeting. The PSCA President is also empowered to designate an IU Representative alternate for a Governing Board meeting. A designated alternate for a Governing Board meeting must be employed or live in the intermediate unit that they are being designated to represent. The designated alternate is responsible for disseminating information from the meeting back to the IU and completing the duties of the regular representative at the Board meeting.”

Section IV. Advisory Council.

- A. The Advisory Council shall consist of three professional members appointed by the President and approved by the Governing Board.
- B. The function of the Advisory Council shall be to serve in an advisory capacity to the Governing Board. Appointees to the Advisory Board shall be persons who have served on the Governing Board for a minimum of five years and can be recommended to the President by members of the Governing Board.
- C. The term of office for a member of the Advisory Council shall be for a period of three years and members may not serve more than two consecutive terms.
- D. A member of the Advisory Council shall be appointed chairperson of the Council by the Council, with the approval of the Governing Board, and shall serve as the chairperson for no more than two one-year terms during a term of office.
- E. A member of the Advisory Council shall not be a candidate for reappointment to the Council for a period of one year following the completion of no more than two consecutive terms.
- F. Advisory Council members are encouraged to hold another position on the Governing Board as long as the other position is a nonvoting one.
- G. Members of the Advisory Council are to attend PSCA Governing Board meetings with only the Chairperson having Governing Board voting privileges. Reimbursement for attendance will be the same as for other Governing Board members.

Section V. Executive Committee.

- A. The Executive Committee shall consist of the President, President-Elect, Vice-President, Immediate Past-President, Treasurer, and Chairperson of the Advisory Council. The Executive Director and Secretary shall be ex-officio members
- B. The function of the Executive Committee shall be to serve as the agency through which the general administrative and executive functions of the organization are implemented between meetings of the full Governing Board.
- C. A majority of the voting members of the Executive Committee shall constitute a quorum.
- D. Meetings of the Executive Committee shall be called by the President in consultation with the Executive Director.

Section VI. Standing Committees.

The President shall appoint, for a one year term, the chairs of the following standing committees, except where these appointments are already established by the Bylaws, subject to confirmation by the Governing Board. Committee Chairs appointments shall be limited to six consecutive terms.

1. By-Laws and Resolutions
2. Communications and Promotions
3. Ethics
4. Financial Affairs
5. Government Relations
6. Interactive Technology

7. Membership Services
8. Nominations and Elections
9. Professional Development
10. Publications

Section VII. Professional Interest Networks

Professional Interest Networks (PINS) shall be established to address professional development needs. The President shall appoint, for a one year term, coordinators of Professional Interest Networks. Professional Interest Networks Coordinator appointments shall be limited to six consecutive terms.

Section VIII. Ad Hoc Committees

Additional committees, having an ad hoc status, may be established by the President with the concurrence of the Governing Board. These committees are created for a special purpose and have a life span only as long as may be required for the completion of their assignment. The status of ad hoc committees shall be reviewed by the Governing Board on an annual basis.

ARTICLE VII Business Affairs

Section I. Fiscal Year.

The fiscal year shall be from July 1 to June 30.

Section II. Property of the Association.

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 Governing Board shall determine to have purposes and activities most nearly consonant with those of the Association, provided however, that such organization shall be exempt under section 501(c)(3) of the Internal Revenue Code or corresponding provisions of the Internal Revenue Laws.

Section III. Annual Budget.

The Financial Affairs Committee shall be responsible for the proposed budget for the following year, and with the approval of the Governing Board, present the budget for adoption by a vote of the membership attending the annual meeting of the Association.

Section IV. Audit.

A compilation and review shall be completed by a reputable accounting firm. The process will be conducted yearly at the end of PSCA's fiscal year (June 30.) All the financial records of the treasurer will be submitted for the review. The completed document will be submitted to the Governing Board following its completion. A member of the Governing Board, excluding members of the Financial Affairs Committee, shall be appointed to serve as liaison between the Association and the accounting firm.

Section V. Annual Meeting.

There shall be an annual meeting of the membership of the Association held in conjunction with the annual conference.

ARTICLE VIII Indemnification

Section I.

The Association shall indemnify each member of the Governing Board and each of its officers and employees, as described in Articles IV, V and VI of the Bylaws 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.

Section II.

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 attorneys' 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 interests of the Association 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 Governing Board acting (1) by quorum consisting of Governing Board Members who are not parties to such action or proceedings upon a finding that, of (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that, the Governing Board or officer has met the foregoing applicable standard of conduct. If the undergoing determination is to be made by the Governing Board, it may rely, as to all questions of law on the advice of independent legal counsel.

Section III.

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

ARTICLE IX Amendments

Section I. Amending Procedure.

- A. An amendment may be introduced at the annual meeting by a member in good standing.
- B. An amendment may be introduced at any meeting of the Governing Board of the Association.
- C. By simple majority vote of those present and eligible to vote, the amendment may be placed on the agenda for the Governing Board's next meeting. In the interim, the proposed amendment shall be published in the Association's newsletter for comment by the membership. At the next meeting of the Governing Board, the amendment may be adopted by a two-thirds majority vote of the voting members of a quorum of the Board.

Section II.

Amendments to this constitution shall take effect immediately upon their adoption.

ARTICLE X Parliamentary Authority

Section I. Parliamentary Authority.

The parliamentary authority for the Association shall be Robert's Rules of Order as amended from time to time.