



## **BYLAWS**

### **KANSAS SCHOOL COUNSELOR ASSOCIATION**

*Approved September 26, 2023*

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

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

ARTICLE I, SECTION 2. The mission of the Kansas School Counselor Association is to promote within Kansas schools the development and full implementation of comprehensive school counseling programs that address the academic, career, and social-emotional developmental needs of all Kansas children and adolescents; and that are staffed by highly skilled, culturally responsive school counselors.

#### **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 KSCA 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 KSCA policies and procedures that address Membership.

- II-4a. Professional and retired members may vote in the elections of KSCA.
- II-4b. Only professional members are eligible to hold elected offices and committees.
- II-4c. Student members are eligible to serve as Graduate Student Liaison and on Standing or Special Committees, but are not eligible to vote, hold elected offices, or serve as committee chair.

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

ARTICLE II, SECTION 6. Nondiscrimination. The Kansas 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: KSCA OFFICERS**

ARTICLE III, SECTION 1. Officers.

- III-1a. The Executive Board of KSCA shall be the President, Past President, President-Elect, secretary and treasurer.
- III-1b. The elected board of KSCA shall be President, President-Elect, Past President, five Vice-Presidents (Elementary, Middle, Secondary, Multi-Level and Post-Secondary), Secretary and Treasurer.
- III-1c. All elected state officers shall be:
  - 1. Current members of KSCA,
  - 2. Current members of ASCA,
  - 2. Strongly encouraged to attend ASCA Leadership Development Institute,
  - 3. Employed as a school counselor, director of school counseling, or school counselor educator in the State of Kansas OR enrolled in a Ph.D. program related to counseling education.
- III-1d. Candidates for the office of President-Elect are strongly encouraged to serve as a member of the KSCA governing board for at least one full year prior to being elected.
- III-1e. Candidates for the offices of Secretary, Treasurer, and Level Vice-President are strongly encouraged to serve as a KSCA Committee Chair for at least one full year prior to being elected.
- III-1f. The Vice-Presidents are required to be employed at the level they represent.
- III-1g. The term of office for President, President-Elect, and Past-President shall be one year each. The term of office of the Vice-Presidents, Secretary and Treasurer shall be two years. The President-Elect shall succeed to the office of President. The President shall succeed to the office of Past-President. The term of office will begin July 1 following the election.

ARTICLE III, SECTION 2. Powers and Functions.

- III-2a. The Executive Board shall conduct the governance of KSCA but shall not take any action contrary to Bylaws adopted by KSCA members.
- III-2b. The Board of Directors shall create policies and procedures to carry out the mission of KSCA.

ARTICLE III, SECTION 3. Duties of Officers

- III-3a. President – The President shall be chief governance officer of KSCA; shall preside at all regular, and special board meetings; shall appoint with Board approval any vacant positions; shall be an ex-officio member of all committees; and shall carry out such duties and functions appropriate to the office.
- III-3b. President Elect – The President Elect shall serve in place of the President at all KSCA and Board meetings when the President is unable to attend, and shall carry out such duties and functions appropriate to the office. The President-Elect shall appoint, with Board approval, all committee chairpersons, unless specified by board action.
- III-3c. Past President – The Immediate Past President shall serve as an advisor to the current board, shall carry out such duties and functions as appropriate to the office, and shall interpret the provisions of the bylaws. The Immediate Past President shall provide for the nomination and election of the officers of KSCA.
- III-3d. Vice-Presidents – The Vice-Presidents shall represent the interests and concerns of KSCA members at their respective levels and shall carry out such duties and functions appropriate to the office.
- III-3e. Secretary – The Secretary shall keep the records of all KSCA meetings (regular, special, and Board), shall assist in conducting official correspondence, shall carry out other such duties and activities appropriate to the office, and shall preserve the papers and documents pertaining to the office of the Secretary.
- III-3f. Treasurer – The Treasurer shall submit a written financial report at each Board meeting and annual meeting, shall review all KSCA receipts and expenditures, may pay normal expenses of KSCA as authorized by the President, and shall serve as chair of the Finance Committee.

ARTICLE III, SECTION 4. Nominations and Elections of Officers.

- III-4a. Members who wish to be a candidate for office shall indicate their intent in writing to the Nominations and Elections Committee by March 15.
- III-4b. The Nominations and Elections Committee will encourage eligible members to file for each office to be filled and will insure at least one candidate for each office.
- III-4c. After a slate of candidates is approved by the Board, the names, professional biographies, and the office desired will be published on the KSCA website.
- III-4d. When all candidates for office are unopposed, they will be elected by acclamation from the floor during the next Association meeting.
- III-4e. Voting shall be conducted each Spring and must be completed no later than April 30.
- III-4f. The Board shall be authorized to permit balloting by printed or electronic means. Reasonable precautions are taken to allow only active, voting-eligible members to participate in all elections.
- III-4g. In the event of a mail or electronic ballot, candidates shall be elected by a plurality of those ballots returned within 30 days. When a plurality is not received, the Board shall determine the election by secret ballot.
- III-4h. Absentee ballot procedures shall be provided by the Nominations and Elections Committee and approved by the Board.
- III-4i. If the Presidency should become vacant, the President-Elect shall complete the remainder of the unexpired term in addition to his/her own prescribed term of office. Vacancies in the office of President-Elect, a Vice-President, Secretary and Treasurer occurring between annual meetings shall be filled through

appointment by the President with approval of the Board. The President may request this approval by ballot or acclamation.

- III-4j. 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.
- III-4k. 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.
- III-4l. The Nominations and Elections Committee shall conduct elections in accordance with KSCA policies and procedures that address Nominations and Elections.
- III-4m. The Nominations and Elections Committee selects a slate of candidates not to exceed eight candidates.
- III-4n. Nominations and Elections guidelines shall be developed by the Nominations and Elections Committee and approved by the Board of Directors.
- III-4o. If any elected candidate should be unable to assume office by the beginning of KSCA'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 III, SECTION 5. Meetings.

- III-5a. The KSCA Board 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.
- III-5b. Two-thirds of the members of the KSCA Executive Board must be present to constitute a quorum.
- III-5c. Each member of the Executive Board shall have one vote. Decisions of the Executive Board shall be made by a simple majority vote except in cases involving issues that require a greater majority, as defined in KSCA Bylaws and policies and procedures that address Governance.
- III-5d. Executive Board members are required to attend all Executive Board meetings and other functions in accordance with KSCA policies and procedures that address Governance.
- III-5e. All KSCA board members are required to attend the majority of the meetings, conferences, and events unless there is prior approved communication with the KSCA President.

#### ARTICLE III, SECTION 6. Vacancies.

When a committee chair cannot fulfill his/her duty, it shall be the responsibility of the President to appoint a new chair. Recommendations of the committee members shall be considered. Vacancies on committees shall be filled by the Chair of the committee. Executive Board members shall be notified of the appointment.

ARTICLE III, SECTION 7. Removal from Office.

- III-7a. An elected Board member or officer or may be removed from office, for cause, by a two-thirds majority vote of the Executive Board. At the discretion of the Executive Board, 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.
- III-7b. A Board member who becomes ineligible to serve on the Board shall be allowed three months to regain eligibility. If a Board member is ineligible to serve on the Board for three months, the Board member shall be asked to resign. Board members who know they cannot or will not regain eligibility within three months shall be asked to resign immediately upon becoming ineligible.

ARTICLE III, SECTION 8. Compensation and Reimbursement of Expenses.

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

**ARTICLE IV: ADDITIONAL POSITIONS AND DUTIES**

ARTICLE IV, SECTION 1. Additional Appointments. The Board of Directors may appoint other positions as needed.

**ARTICLE V: OPERATIONAL STRUCTURE**

ARTICLE V, SECTION 1. Committees. KSCA'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 Executive Board, that committee shall function only as an advisory committee and shall not conduct any function reserved for the Board.

ARTICLE V, SECTION 2. Standing Committees. The standing committees shall be the KSCA Bylaw Review Committee, the Nominations and Elections Committee, and the Delegate Assembly Committee.

- V-2a. ASCA Bylaws Review. The KSCA Bylaws Review Committee annually reviews the ASCA Bylaws and makes recommendations to the Executive Board. The KSCA Bylaws Review Committee also reviews all proposed amendments to the KSCA Bylaws and makes recommendations to the Executive Board. The KSCA Bylaws Review Committee is appointed by the Executive Board.
- V-2b. Nominations and Elections. The Nominations and Elections Committee develops policies and procedures for approval by the Executive Board and conducts elections in accordance with KSCA policies and procedures that address Nominations and Elections. The Nominations and Elections Committee is appointed by the Executive Board.
- V-2c. Delegate Assembly Committee. The Delegate Assembly Committee plans the annual business meeting in accordance with KSCA Bylaw, policies and procedures. The Delegate Assembly Committee is appointed by the Executive Board.

ARTICLE V- SECTION 3. Vacancies: When a committee chair cannot fulfill his/her duty, it shall be the responsibility of the President to appoint a new chair. Recommendations of the committee members shall be considered. Vacancies on committees shall be filled by the Chair of the committee. Governing Board members shall be notified of the appointment.

ARTICLE V - SECTION 4. Approval: All appointments of committee chairs shall be confirmed by the Governing Board.

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

ARTICLE VI-SECTION 1. Fiscal year. The fiscal year shall commence on July 1 of each calendar year.

ARTICLE VI-SECTION 2. Fiscal report. The annual fiscal report shall be submitted by the Treasurer to the Governing Board and the Association at its annual meeting each Spring.

ARTICLE VI-SECTION 3. Disbursements. The Treasurer and Executive Director shall pay normal expenses of KSCA. Payment of unusual expenses must be authorized by a checks and balances system between the Treasurer, Past President, President, President-Elect, and Executive Director.

ARTICLE VI-SECTION 4: Bonding. KSCA shall provide for bonding of the Treasurer, President, and other office staff as necessary.

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

ARTICLE VI-SECTION 6. Investments. The Governing Board shall authorize the Treasurer and Executive Director to make short-term investments of funds.

ARTICLE VI-SECTION 7. Professional Services. The Executive Board shall be authorized to employ such professional services as are needed (such as Director, clerical personnel, consultants, or printing services) with consent from a majority of voting Board members.

ARTICLE VI, SECTION 8. 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 organization(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 VI, SECTION 9. Annual Meeting.

- VI-9a. The annual business meeting will be held in conjunction with the KSCA annual conference.
- VI-9b. The Executive Board of KSCA may call additional business meetings of the KSCA general membership that are not meetings in conjunction with the annual conference.
- VI-9c. At any meeting of the general membership that is not in conjunction with the annual conference, 15% Professional or Retired members of KSCA in good

standing and a majority of the Board of Directors members must be present to constitute a quorum.

#### **ARTICLE VII: INDEMNIFICATION**

ARTICLE VIII, SECTION 1. The Association shall indemnify each member of the Executive Board 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 VII, SECTION 2. The Association shall indemnify each of its board members 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 KSCA'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 Executive Board acting (1) by quorum consisting of Executive Board members who are not parties to such section or proceedings upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that, the Executive Board or officer has met the foregoing applicable standard of conduct. If the undergoing determination is to be made by the Executive Board, it may rely as to all questions of law on the advice of independent legal counsel.

ARTICLE VII, SECTION 3. Every reference herein to a member of the Executive Board 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 KSCA member or officer might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.

**ARTICLE VIII:** Publications. The Bylaws and the Policies of KSCA shall be published in their entirety periodically and shall be available to any member upon request.

Revised: 29 June 2023