

# BYLAWS OF THE WISCONSIN SCHOOL COUNSELOR ASSOCIATION, INC.

## 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.

## VISION – ENDS POLICIES:

### **School counselors are highly qualified practitioners.**

1. School counselors are experts in the implementation of the *Wisconsin Comprehensive School Counseling Model* and the *American School Counselor Association National Model*.
  - a. School counselors are thorough in applying the *Ethical Standards for School Counselors*.
    - i. School counselors are culturally competent.
    - ii. School counselors are responsible with technology.
  - b. School counselors are skilled at using data and evidence-based practices to guide program decisions.
2. School counselors are visionary leaders who impact the state and national agendas surrounding education and student success.

## 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), 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 By-Laws of both WSCA and 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 and academic success, career planning, 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.
- g. To inform and to further the objectives of the organization's goals as defined in the WSCA strategic plan.
- h. To insure that there shall be no discrimination against any individual in this organization on the basis of race, color, creed, handicap, sex or sexual orientation, or age, and urge individuals and groups outside the organization to pursue the same policy.

## **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 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.
- 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 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 Regular Member.
- c. Emeritus Membership. A person who has served as WSCA's President or as the Chair of the WSCA Board of Directors 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 school 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 regular 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 or other authorized State Departments of 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.

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.

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 ballots 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.

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.

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.

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.

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**

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), the WSCA Treasurer and the WSCA Secretary.

Section 2: Powers and Functions.

- a. 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.
- b. The Board of Directors shall create policies and procedures to carry out the mission of WSCA.
- c. The Board of Directors shall direct and manage the general administration and executive functions of the association.

Section 3: Board of Directors.

- a. The voting members of the Board of Directors shall consist of seven at-large Directors, the WSCA Treasurer and the WSCA Secretary, for a total of nine members of the Board of Directors. The nine members of the Board of Directors are the Executive Committee for the Association.
- b. 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.
- c. 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.
- d. 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.

- e. At-large Directors, the Treasurer and the Secretary 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.
- f. The number of Directors who shall be elected by the WSCA membership each year will be determined by the number of Directors, including the Treasurer and/or Secretary, who are completing a three-year term and in order to maintain nine members on the Board of Directors.
- g. Directors shall not serve more than two terms on the Board of Directors.
- h. The term of office for any elected Director shall coincide with the Fiscal Year of WSCA.
- i. Directors must be employed full-time in school counseling in a school, school district, or as a full-time faculty in a school counselor education program.
- j. Directors must hold a valid school counselor license or certificate issued by a state department of education.
- k. Directors must be WSCA and ASCA Professional Members. Annual dues for WSCA and ASCA must be paid personally and individually by the Directors.
- l. The Wisconsin Department of Instruction Educational Consultant-School Counseling Programs shall be a non-voting, *ex-officio* member of the Board of Directors.
- m. 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.

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.

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

- c. 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.
- d. Directors are required to attend all Board of Director meetings and other functions in accordance with WSCA policies and procedures that address Governance.
- e. Any Director who misses two Board meetings in a Fiscal Year will be moved 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.

Section 5: Removal from Office.

- a. 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.
- b. 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.
- c. 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. Directors must be employed full-time in school counseling in a school, school district, or as a full-time faculty in a school counselor education program.

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 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.
- b. 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 IV: NOMINATIONS AND ELECTIONS OF BOARD OF DIRECTORS**

### **Section 1: Candidate Qualifications.**

- a. 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.
- b. Candidates must be employed full-time in school counseling in a school, school district, or as a full-time faculty in a school counselor education program at the time of the election.
- c. Candidates must have been practicing school counselors for at least three years.
- d. Candidates must hold a valid school counselor license or certificate issued by the Wisconsin Department of Instruction.
- e. Candidates must be current WSCA Professional Members.
- f. Candidates for the Board of Directors shall meet additional qualifications required by WSCA policies and procedures that address Nominations and Elections.
- g. Candidates whose eligibility changes at any time during the election process must notify the Nominations and Elections Committee Chair.

### **Section 2: Nominations and Elections.**

- a. The Nominations and Elections Committee shall conduct elections in accordance with WSCA policies and procedures that address Nominations and Elections.
- b. The Nominations and Elections Committee selects a slate of candidates not to exceed eight candidates.
- c. 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. 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.
- d. Candidates who receive a majority of the votes cast shall be elected to the WSCA Board of Directors.
- e. Nominations and Elections guidelines shall be developed by the Nominations and Elections Committee and approved by the Board of Directors.

- f. 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: DUTIES OF THE TREASURER, SECRETARY AND OTHER POSITIONS**

### Section 1: Treasurer.

- a. The members shall elect a Treasurer for the Association in accordance with Nominations and Elections policies and procedures that address Governance. The Treasurer shall be elected to a three-year term beginning with the WSCA Fiscal Year.
- b. The 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.

### Section 2: Secretary.

- a. The members shall elect a Secretary for the Association in accordance with Nominations and Elections policies and procedures that address Governance. The Treasurer shall be elected to a three-year term beginning with the WSCA Fiscal Year.
- b. 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.
- c. 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.



Section 3: Parliamentary Authority.

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.

Section 4: Additional Appointments. The Board of Directors may appoint other positions as needed.

**ARTICLE VI: OPERATIONAL STRUCTURE**

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.

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 WSCA are: Bylaws Review Committee, Nominations and Elections Committee, Finance Committee, Conference Committee, Professional Recognition and Scholarships.

- a. 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.
- b. 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.
- c. Finance Committee: The Chair of the Finance Committee is the Association Treasurer. Other members of this committee shall include at least two Directors and may include committee chairs representing the Conference and Professional Development and Education.
  - i. This committee develops the annual operating budget for consideration, revision, and eventual adoption by the Board of Directors. The Finance Committee shall implement the operation of the budget by monitoring income and expenses, suggest financial policy statements and make fiscal recommendations to the Board of Directors. The Finance Committee shall

also be responsible for the approval of expenditures above those approved in the budget. The committee will have the primary responsibility to develop a three-year plan that aligns with the Association's strategic plan.

- d. Conference Committee. The Conference Committee shall plan and coordinate all activities for the Association's annual professional development conference within the allocated budget and provide a status report at each executive meeting on the progress of the conference.
- e. Professional Recognition and Scholarships. This committee shall develop policies and procedures to support annual recognition of school counselors and others who support the profession of school counseling. The committee will recommend to the Board of Directors criteria for awards and scholarships, solicit nominations for awards and scholarships, select and publicize recipients of the awards and scholarships in conjunction with the annual conference.

Section 3: Terms of Standing Committee Chairs.

- a. The chairs of standing committees appointed by the Board of Directors 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 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.
- c. 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.

Section 4: Additional Committees and Appointments. Additional committees may be appointed by the Board of Directors as necessary and in support of the Association's Mission, Vision (Ends), Bylaws, policies and procedures of Governance, and the Strategic Plan. Committees may include but are not required and/or limited to: Professional Development and Education, Government Relations, Membership, Publications, Public Relations and Advocacy, Research and Evaluations, Technology, Career, Graduate Student Committee, and Ethics. All of the Association's committee shall provide a status report to the Board of Directors as requested by the Board and/or a minimum of bi-annually.

Professional Development and Education. This committee shall organize and implement a delivery system for professional development and education-related opportunities for school counseling professionals, not to include the Association's annual conference. Professional development opportunities will be provided to support the Association's strategic plan and/or as the Board of Directors deems necessary and valuable to the membership.

Government Relations and Public Policy. This committee stays abreast of the current regional, state and national legislations affecting children, families, education, and the profession of school counseling. The committee will communicate legislative updates to the Board of Directors and the membership on a regular basis as deemed necessary and valuable by the committee and/or the Board. The committee will make recommendations and act on specific legislation having an impact on school counselors in Wisconsin as directed by the Board of Directors.

Membership. This committee organizes and implements strategies to maintain and/or increase membership of the association by such lawful and fiscally responsible means as the committee deems proper. This committee will oversee the maintenance of accurate membership records.

Communications. This committee develops, implements and oversees all professional communications to the members, which may include print publications and internet communication (e.g. E-blasts, E-newsletters, etc.). The committee shall make recommendations to the Board of Directors on maximizing communication to members and will ensure the quality of all communication tools.

Public Relations and Advocacy. This committee develops, implements and oversees all public relations activities which support the Association's Mission, Vision (Ends), and Strategic Plan.

Technology. This committee coordinates and oversees technology to support the Association which may include but is not limited to the WSCA website, Facebook, Twitter, etc. The committee shall solicit appropriate website material and monitor website construction, usage and timelines. The committee shall make recommendations to the Board of Directors on how to increase the Association's on-line presence and will pursue opportunities to communicate with members using updated 21<sup>st</sup> century technology.

Career. This committee will represent the Association on all regional, state and national initiatives related to academic and career planning, career development and awareness, and college, career and community readiness.

Graduate Student Committee. Representatives from various School Counselor Education programs will coordinate communication and activities for graduate students across the state. This committee shall be chaired by the Graduate Student Representative of the Association.

Ethics. This committee shall promote the understanding of the ASCA Ethical Standards and will provide consultative service to members with ethics questions. This committee may review application of ASCA Ethical Standards in

consideration of membership revocation. This committee shall be chaired by an elected Director of the Association's Board of Directors.

Section 5: Terms of Additional Committees and Appointments.

- a. The chairs of additional committees shall be appointed by the Board of Directors to accomplish a specific task within specific timeframes and shall serve no more than a 3-year term.
- b. Any chair of a committee 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.
- c. A vacancy occurring in any committee, for any reason, may be filled by new appointment by the Chair with approval from 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.

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 January 25, 2014, effective as of July 1, 2014.

\_\_\_\_\_, President, Lisa Koenecke

\_\_\_\_\_, President-Elect, Kelly Curtis

\_\_\_\_\_, Past President and Bylaws Chair, Lori Peacock

\_\_\_\_\_, Secretary, Trena Loomans