

BYLAWS

DELAWARE SCHOOL COUNSELOR ASSOCIATION, INC.

Approved XXXXX



TABLE OF CONTENTS

Mission	1
Article I: Name & Purposes	1
1. Name	1
2. Purposes	1
Article II: Membership	1
1. Types of Membership	1
2. Eligibility for Membership	2
3. Dues	2
4. Rights & Privileges	2
5. Severance of Membership	2
6. Annual Meeting	2
7. Nondiscrimination	3
Article III: Nominations & Elections of Board of Directors	3
1. Candidate Qualifications	3
2. Nominations & Elections	3
Article IV: Board of Directors	4
1. Officers of the Board of Directors	4
2. Powers & Functions	4
3. Board of Directors	4
4. Meetings	5
5. Removal from the Board	6
6. Vacancies	6
Article V: Operational Structure	6
1. Committees	6
2. Committee Chairs	6
Article VI: Miscellaneous	7
1. Fiscal Year	7
2. No Seal	7
3. Delaware Title 8 Corporations	7
4. Parliamentary Authority	7
Article VII: Amendment of Bylaws	7
1. By the Board Members	7
2. By Members	7
Article VIII: Indemnification & Signatures	8

MISSION:

The Delaware School Counselor Association promotes excellence in school counseling by providing school counselors with the support and resources necessary to meet the academic, career, and social/emotional needs of all Delaware students.

ARTICLE I: NAME AND PURPOSES

Section 1: Name

The name of the Association shall be the Delaware School Counselor Association, Inc. (DSCA or the Association), as chartered by the American School Counselor Association (ASCA). DSCA 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 DSCA and ASCA.

Section 2: Purposes

1. The purposes of the Association shall be:
 - a. To advance the profession of school counseling in kindergarten through twelfth grade (K-12) in order to maximize the educational and academic success, career planning, and social/emotional growth of each student.
 - b. To promote professional learning of school counselors.
 - c. To promote effective communication and action among other professionals, individuals, and organizations concerned with children.
 - d. To advocate for students.
 - e. To foster a professional and collegial community of school counselors.
 - f. To inform and to further the objectives of the organization's goals as defined in the DSCA strategic plan.
 - g. To ensure that there shall be no discrimination against any individual on the basis of race, color, marital status, creed, religion, national origin, gender, age, genetic information, gender identity, sexual orientation, disability, or any other protected category or status in accordance with state and federal laws.

ARTICLE II: MEMBERSHIP

Section 1: Types of Membership

The association shall include four types of membership: professional, student, affiliate, and retiree.

Section 2: Eligibility for Membership

In order to qualify for one of the four types of membership, an individual must meet the requirements specified for the membership being sought.

1. Professional - A professional member shall be licensed as a school counselor by the Delaware Department of Education, serve as a supervisor of school counselors, and/or serve as a school counselor educator at an institution of higher education.
2. Student - 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.
3. Affiliate - Any individual interested in school counseling not eligible for any other type of membership may become an affiliate member.
4. Retiree - An individual who has been a professional member and is no longer employed full-time as a school counselor, supervisor of school counselors and/or as a counselor educator at an institution of higher learning may become a retiree member.

Section 3: Dues

The association shall require payment of dues by any person seeking membership in the organization.

1. Dues shall be set by the DSCA Board of Directors and reviewed annually.
2. Membership dues are non-refundable.

Section 4: Rights and Privileges

1. Professional, retiree and student members shall have voting rights.
2. Professional and retiree members shall be eligible for elective office, or appointment to the Board of Directors. All members shall be eligible to serve as a committee chair and/or committee member.

Section 5: Severance of Membership

1. Temporary - A member may be temporarily dropped from membership for nonpayment of dues.
2. Permanent - A member may be permanently dropped from membership for revocation of licensure/credentials or any conduct that tends to injure the Association/Profession or to affect adversely its reputation, or that violates principles stated in ASCA Code of Ethics or the DSCA Bylaws.
 - a. Appeal - Any removed member shall have the right to appeal within thirty (30) days of notification of severance of membership in accordance with the process set forth in the DSCA Policy & Procedure Manual.
 - b. The decision of the DSCA Board of Directors shall be final.

Section 6: Annual Meeting

1. The annual meeting of the members may be duly called or held in conjunction with a DSCA conference. It will be scheduled at the discretion of the DSCA Board of Directors

2. At each annual meeting, the members may:
 - a. participate in the election of officers for the DSCA Board of Directors;
 - b. receive a report of the Association's activities and financial condition by an officer of the Association; and/or
 - c. transact such other business as may properly come before the meeting.
3. At the Annual Meeting, each professional, retiree and student member present shall be entitled to cast one vote on any question coming before the meeting.
 - a. A quorum shall constitute at least one third ($\frac{1}{3}$) of all members eligible to vote at the time of the meeting.
 - b. The members shall take action by the affirmative vote of a majority (51%) of the quorum.

Section 7: Nondiscrimination

The 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: NOMINATIONS AND ELECTIONS OF BOARD OF DIRECTORS

Section 1: Candidate Qualifications

1. The Directors shall be elected annually through a general election by DSCA professional, student and retiree members held in accordance with DSCA policies and procedures that address Nominations and Elections.
2. Candidates must be professional or retiree members.
3. Candidates for the Board of Directors shall meet additional qualifications required by DSCA policies and procedures that address Nominations and Elections.
4. Candidates whose eligibility changes at any time during the election process must notify the Nominations and Elections Committee Chair.

Section 2: Nominations and Elections

1. The Nominations and Elections Committee shall conduct elections in accordance with DSCA policies and procedures that address Nominations and Elections.
2. The Nominations and Elections Committee selects a slate of no less than four (4) and no more than eight (8) candidates.
3. The Nominations and Elections Committee will present the slate of candidates to the Board of Directors for approval. 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.

4. Candidates who receive a majority of the votes cast shall be elected to the DSCA Board of Directors.
5. The Nominations and Elections Committee shall follow the process for nominations and elections set forth in the DSCA Policy & Procedure Manual.
 - a. Recommendations for changes to the election process and timeline can be presented to the Board of Directors by the Nominations and Elections Committee at the conclusion of an election cycle.
6. If any elected candidate should be unable to assume office by the beginning of DSCA's fiscal year, the Chair of the Nominations and Elections Committee in consultation with the Board of Directors, shall ask the candidate with the next highest number of votes in the election to serve in the vacant position.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Officers of the Board of Directors

The officers of DSCA shall be the President, Vice President, Treasurer and Secretary.

Section 2: Powers and Functions

1. The Board of Directors shall conduct the governance of DSCA but shall not take any action contrary to Bylaws adopted by the Board of Directors.
2. The Board of Directors shall create policies and procedures to carry out the mission of DSCA.
3. The Board of Directors shall direct and manage the general administration and executive functions of the Association.

Section 3: Board of Directors

1. The voting members of the Board of Directors shall consist of nine (9) total members made up of six (6) at-large Directors and three (3) standing appointments: a representative of the Delaware Department of Education; a supervisor of school counselors; and a representative from an Institution of Higher Education (IHE) school counselor preparation program.
 - a. Director roles, qualifications, duties, and responsibilities are outlined in the DSCA Policy & Procedure Manual.
2. The President 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 President, in accordance with policies and procedures that address Governance.
3. The Vice President 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 President and to serve as

the President in the President's absence, in accordance with policies and procedures that address Governance.

4. The President, Vice President, Treasurer and Secretary will be elected in May 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 President and will be conducted in a closed meeting of the nine (9) elected members of the Board of Directors.
5. Directors shall be elected by the DSCA membership to serve a three-year term to take actions or to make decisions on behalf of the members in accordance with DSCA policies and procedures that address Governance.
6. Standing appointments will consist of a representative from the Delaware Department of Education, a supervisor of school counselors and a representative from an IHE school counselor preparation program. These positions shall not be bound by term limits.
7. The Board of Directors may appoint other positions as needed.
8. The number of Directors who shall be elected by the DSCA membership each year will be determined by the number of Directors who are completing a three-year term and in order to maintain nine (9) members on the Board of Directors.
9. Directors may serve two terms on the Board of Directors. Term limits may be extended at the discretion of the Board of Directors.
10. The term of office for any elected Director shall coincide with the fiscal year of
11. DSCA (July - June).
12. Directors must be eligible to maintain DSCA professional or retiree membership.
13. The six (6) at-large directors must be ASCA members. Annual dues for ASCA are the responsibility of the Director and shall not be incurred by the Association.
14. At the invitation of the Board of Directors, representatives of other associations/agencies may participate in a board meeting but shall not have voting status.

Section 4: Meetings

The President shall call meetings as are deemed necessary to carry on the business of the Association.

1. The Board of Directors shall meet at least quarterly 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 President or by majority vote of the Board.
2. A quorum shall consist of two-thirds ($\frac{2}{3}$) of the members of the Board of Directors.
3. 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 DSCA Bylaws and policies and procedures that address Governance.
4. Attendance at Board of Director meetings and events:

- a. Directors are required to attend all Board of Director meetings and other functions in accordance with DSCA policies and procedures that address Governance.
- b. Directors are expected to attend meetings in-person.
- c. In the case of extenuating circumstances, a Director may make prior arrangements to attend virtually, at the discretion of the President.
- d. If a Director must miss a meeting, the Director must notify the President prior to the event.
- e. Any Director who misses three (3) Board meetings in a fiscal year will be removed from the Board of Directors and a qualified replacement will be appointed by the President to complete the vacated term.

Section 5: Removal from the Board

1. A member of the Board of Directors may be removed for cause at a special meeting of the Board of Directors consisting of a quorum and simple majority vote.
 - a. Appeal - The removed Director shall have the right to appeal within thirty (30) days of notification of removal, in accordance with the process set forth in the DSCA Policy & Procedure Manual.
 - i. The decision of the DSCA Board of Directors shall be final.
2. A Director who becomes ineligible to serve on the Board shall be allowed three (3) months to regain eligibility. If a Director is ineligible to serve on the Board for three (3) months, the Director shall resign. Directors who know they cannot or will not regain eligibility within three (3) months shall be asked to resign immediately upon becoming ineligible.

Section 6: Vacancies

1. If a Director vacancy occurs, the President shall recommend to the Board of Directors the name of at least one qualified replacement. The Board of Directors shall appoint the replacement from the President's recommendation to serve for the remainder of the unexpired term.

ARTICLE V: OPERATIONAL STRUCTURE

Section 1: Committees

DSCA'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. Committee structure, roles and responsibilities are outlined in the DSCA Policy & Procedure Manual.

Section 2: Committee Chairs

1. Each committee shall have a chair appointed by the Board of Directors.
2. Any committee chair or member may be removed at any time by the Board of Directors if the Board determines it to be in the best interests of the Association.

3. A chair vacancy occurring in any committee, for any reason, may be filled by new appointment by the President with approval from the Board of Directors.

ARTICLE VI: 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: Delaware Title 8 Corporations

This association shall be subject to the requirements and provisions of Delaware Title 8, except to the extent modified by the Association's Articles of Incorporation and Bylaws.

Section 4: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the DSCA in all areas in which this document and the ASCA Bylaws are silent and in cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the DSCA may adopt.

ARTICLE VII: AMENDMENT OF BYLAWS

Section 1: By the Board of Directors

Prior to dissemination to membership, the Bylaws Committee shall present proposed amendments to the Board of Directors for approval. These Bylaws may be amended by majority vote of the Board of Directors.

Section 2: By Members

After approval by the Board of Directors, the members may amend these Bylaws pursuant to a vote at the annual meeting of the members for which proper notice was provided and shall be adopted at such meeting in accordance with Article II, Section 6 (1-3).

ARTICLE VIII: 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 shall 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 Delaware 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 XXXXX, effective as of July 1, 2017.

_____, President
_____, Vice President
_____, Bylaws Chair
_____, Secretary