

MINNESOTA SCHOOL COUNSELORS ASSOCIATION BYLAWS

ARTICLE I: NAME AND PURPOSE

SECTION 1. Name. The official name of the association shall be the Minnesota School Counselors Association (MSCA) - an independent division of the American School Counselor Association (ASCA).

SECTION 2. Use of Name. The official name of the association as specified in Article 1, Section 1, and the official Logo, as adopted by the American School Counselor Association shall be employed in connection with all official business and communications pertaining to the association.

SECTION 3. Purposes. Minnesota School Counselors Association (MSCA) Ends Policies
(Approved by MSCA Board on 9-25-2023)

1. The Minnesota School Counselors Association (MSCA) exists for the cost-effective achievement of our members' professional calling in an environment where key decision makers are knowledgeable and supportive of the school counselor's role and a comprehensive school counseling program.

1.1 Members have access to a full complement of professional development opportunities needed for relevant, proactive, and comprehensive school counseling programs.

1.1.1 An increasing number of members participate in high-quality learning opportunities.

1.1.2 Growth in rates of participation across various sub-groups of membership is regularly demonstrated.

1.1.3 Members are aware of trending changes in the state environment for school counseling and have access to various means for responding to those trends.

1.2 Members have access to public policy conditions favorable to their professional success.

1.2.1 Members value the role of the MSCA in creating a professional, equitable, and diverse community.

1.2.2 Members are knowledgeable of the methods available to communicate the value of the profession to local, state, and national decision makers.

1.2.3 Growth in rates of members communicating with local, state, and national decision makers is regularly demonstrated.

1.2.4 Members feel prepared to take action against oppressive systems and create equitable opportunities for students and the profession.

ARTICLE II: MEMBERSHIP

SECTION 1. Types of Membership. This association shall include three types of membership: Professional, Retired, and Student.

SECTION 2. Requirements of Membership.

In order to qualify for one of the three types of membership an individual must meet the following requirements for the membership being sought.

- a. Professional membership. The member must hold a master's degree or higher in counseling or the substantial equivalent and be a school counselor licensed by the Minnesota Professional Educator Licensing and Standards Board or must be engaged in counseling within a post-secondary school in Minnesota.
- b. Retired member. A member having reached the age of retirement shall be entitled to free membership and shall maintain all privileges of professional membership, except where noted in these bylaws.
- c. Student member. A student member must be enrolled in a counselor education program designed to result in a degree as a school counselor. No person shall be eligible to be or continue as a student member who is otherwise eligible to become a professional member.

SECTION 3. Membership Dues.

Membership dues shall be set by the executive director.

SECTION 4. School Counselor Defined.

The term "school counselor", wherever, used herein, shall include persons engaged for the requisite periods of study or employment at any level of education or employment related to school counseling.

SECTION 5. Rights and Privileges.

Professional, Student, and Retired members may vote on all matters coming before the Association. Subject to any limitations or exceptions otherwise stated herein, any active MSCA member shall be eligible for elective office or appointment to the Board of Directors as outlined in Article III, Section 3.

SECTION 6. Severance of Membership.

- a. A member may be dropped from membership by action of the Board of Directors for any conduct that adversely affects the association or its reputation, violates principles stated in the Bylaws of MSCA, has their professional school counseling license revoked by the Minnesota Professional Educator Licensing and Standards Board or engages in activities that the MSCA Board of Directors finds unethical based on ASCA Ethical Standards. Any member charged with engaging in such conduct shall be given the opportunity to present evidence through witnesses and the opportunity to file an appeal and to have a hearing before the Board Directors, whose decision is final.
- b. A member may be dropped from membership for nonpayment of dues.

SECTION 7. Nondiscrimination Clause.

There shall be no discrimination against any individual on the basis of race, ethnic origin, color, creed, religion, gender identity, sex, sexual orientation, marital status, familial status, disability, age, or any protected class as identified by the state of [Minnesota Human Rights Act](#).

ARTICLE III: MSCA BOARD OF DIRECTORS

SECTION 1. Board of Director Officers.

- a. Board of Directors Defined. The term “Board of Directors”, wherever, used herein, shall include elected MSCA members to the Board of Directors as outlined in Article III Section 3. “The Board” and “Board Members” are used to reference the Board of Directors.
- b. The officers of MSCA shall be the Chair, Chair-elect, Secretary, and Treasurer.
- c. Board Leadership Positions are determined by the Board of Directors, not through a general membership vote.

SECTION 2. Powers and Functions.

- a. The Board shall be the agency through which the executive functions of the Association are carried out. The Board shall conduct the governance of MSCA but shall not take any action contrary to the bylaws adopted by the Membership.
- b. The Board has the authority to create policies to carry out the purposes of MSCA.
- c. The Board shall have the power to establish regulations and requirements for membership as specified by the bylaws.

SECTION 3. Board Members and Terms of Office.

- a. There will be five (5) to eleven (11) Board Members. Board Members will serve a three year term.
- b. Board Members must maintain the minimum requirements in order to serve on the MSCA Board:
 - Maintain a MSCA membership in good standing effective for the duration of board term. Membership dues are at the member's own expense,
 - Current Minnesota School Counselor License (Tier 2, Tier 3, or Tier 4),
 - Minimum of three years of experience as licensed professional school counselor at the time of application,
 - Currently employed as a school counselor, faculty in a school counselor education program, or a recently retired aforementioned position,
 - Maintain an ASCA membership in good standing effective for the duration of term. Membership dues are at the member's own expense,
 - Be prepared for and attend all MSCA board meetings and events (both in person & virtually),
 - Participate in advocacy opportunities throughout tenure on the Board, such as ‘Day on the Hill’, and other opportunities to testify before the legislature,
 - Willing to serve on the board for three (3) years,
 - Commit to uphold the MSCA Ends Policies,
 - Disclosure of any potential conflicts of interest and/or private practice.

- c. The voting members of the MSCA Board shall consist of the Chair-Elect, Secretary, Treasurer, and additional Board Members. The Chair will abstain from voting, unless there is a tie, in which the Chair will cast a tie-breaking vote.
- d. All Board Members of the Association shall be selected from the membership of the Association.
- e. The Chair shall serve one year as Chair-Elect, with the succeeding year as Chair.
- f. The Chair-Elect, Secretary and Treasurer shall be elected by the Board of Directors.
- g. An elected Board Member shall not serve on the board for more than two consecutive terms.
- h. The term of office for any elected Board Member of MSCA shall begin on July 1 and continue until succeeded in office.
- i. In the event that the Board Chair shall not complete the full term of office, the Chair-elect shall succeed to the unexpired Chair's term and continue through the year of the next term. In the event the Chair-elect should be unable to complete the Chair's unexpired term, the governing board shall call for a special election of the Chair and Chair-elect to serve until the next election.
- j. The Nominations and Elections Task Force will initiate a special election in the event the MSCA Governing Board drops below five (5) executive board members.
- k. Any Board Member who misses two board meetings in a fiscal year may be removed from the Board of Directors. 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 Member's good standing.
- l. A member of the Board of Directors may be removed from office, for cause, by a two-thirds majority vote of the Board of Directors. At the discretion of the Board of Directors, 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.
- m. A board member 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 be asked to resign. Directors who know they cannot or will not regain eligibility within three months shall be asked to resign immediately upon becoming ineligible.

SECTION 4. Compensation and Expenses of Board Members.

No Board Member of the Association shall receive compensation for services rendered, except pre-approved items by the executive director. The necessary expenses may be paid from the funds of the Association by specific authorization of the executive director. Any expenditure of MSCA funds for each line item in the budget, which for each year exceeds the budgeted amount, must have the prior approval of the executive director.

SECTION 5. Board Task Forces.

- a. The Board Task Forces shall be the MSCA Governance & Bylaws Task Force, the Nominations and Elections Task Force, and the Membership Linkage Task Force.

- **MSCA Governance & Bylaws.** The MSCA Governance & Bylaws Task Force annually reviews the MSCA Governance policies, bylaws, and other board procedures and makes recommendations to the MSCA Board of Directors. This task force is appointed annually by the Board of Directors.
- **Nominations and Elections.** The Nominations and Elections Task Force develops policies and procedures for approval by the MSCA Board of Directors and conducts elections in accordance with MSCA policies and procedures that address Nominations and Elections. This task force is appointed annually by the Board of Directors.
- **Membership Linkage.** The Membership Linkage Task Force assists the board in its duty to proactively link with the ownership/members. To ensure transparency and accountability to MSCA members, the board will seek input and share results with the membership. This task force is appointed annually by the Board of Directors.

SECTION 6. Meetings.

- a. The Board shall meet for its annual meeting around the Annual MSCA Conference. In addition, the Board shall meet at minimum three other scheduled times each year; a fall meeting, a winter meeting, and at the MSCA summer Leadership Development Institute, or as requested by the Chair. This schedule can be changed on a temporary basis by a majority vote of the Board. The Board may meet at additional times as designated by a majority of the Board Members or by a majority vote of the members of the Board.
- b. A majority of the voting members of the Board shall constitute a quorum.
- c. The association will follow the [Democratic Rules of Order](#).
- d. The members of the Board attending meetings of the Board shall be paid mileage according to Board financial policy. A Board Member who works (per IRS guidelines) over 100 miles from the site of the Board meetings has the option to be reimbursed for expenses to stay one night in a hotel with submission of receipt. The amount shall be approved by the executive director and may include special considerations for travel.
- e. **Voting.** Each member of the Board holds only one position on the Board and has only one vote to cast on any issue. Voting by proxy is not allowed. In the event that someone is serving in two positions on the board, that person is only allowed one vote. With discretion of the Chair, voting can be electronic or by other platforms. The Chair only votes in the instances that a tie-break needs.
- f. The scheduled meetings of the Board can be changed or canceled as needed on a temporary basis by a majority vote of the Board.

ARTICLE IV: BUSINESS AFFAIRS OF THE ASSOCIATION

SECTION 1. Fiscal Year.

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

SECTION 2. 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 its property shall be transferred to

such organization or organizations as the Board shall determine to have purposes and activities most nearly consonant with those of the Association, provided, however, that such organization or organizations shall be exempt under Section 501 (c) (6) of the Internal Revenue Code or corresponding provisions of the Internal Revenue Laws.

ARTICLE V: AMENDMENT PROPOSALS AND ADOPTION RULES

SECTION 1. Amendment by Membership.

Bylaws will be shared annually with members at the annual MSCA conference and posted on the MSCA website. Opportunities to submit proposals can be made by MSCA members in good standing via the MSCA website. The proposed amendments will be reviewed by the MSCA Governance & Bylaws task force semi-annually and presented to the Board for a vote.

SECTION 2. Amendment by the Board.

Any Bylaw other than a Bylaw fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies in the board, or fixing the number of directors or their classifications, qualifications, or terms of office may be adopted, amended or repealed by a 2/3's majority vote of the Board taken at a meeting where a quorum is present.

ARTICLE VI: INDEMNIFICATION

SECTION 1. The Association shall indemnify each member of the Board, as described in Articles V and VI, and each of its officers, as described in Article V, VI, and VII, 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 2. 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 interests 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 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 Board or officer has met the foregoing applicable standard of conduct. If the

undergoing determination is to be made by the Board, it may rely as to all questions of law on the advice of independent legal counsel.

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

ARTICLE VII: CONFLICT OF INTEREST

SECTION 1. Annual Disclosure.

There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, vendors, or any associations that might be or might reasonably be seen as being a conflict.

SECTION 2. Conflict Discussion.

When the board is to decide upon an issue, about which a Board Member has an unavoidable conflict of interest, that Board Member shall absent themselves without comment from not only the vote, but also from the deliberation.