



(Amended January 27, 2020)

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

**ARTICLE I, SECTION 1. Name.** The official name of the division shall be the Nebraska School Counselor Association (NSCA)-a division of the American School Counselor Association. (ASCA). This official name of the division shall be employed in connection with all official business and communication pertaining to the division.

**ARTICLE I, SECTION 2. Mission.** The mission of the Nebraska School Counselor Association shall be to represent school counselors and to promote professionalism and ethical practices.

## **ARTICLE II: MEMBERSHIP**

**ARTICLE II, SECTION 1. Classes of members.** Members shall be in good standing upon payment of dues as provided by Section 3 except as determination of membership as provided in Section 5 as reason of unprofessional conduct. This association shall include five types of membership: Active, Student, Affiliate, Retired and Allied.

**II-1a. Active Membership.** Active members must hold a Master's degree or higher in counseling or the substantial equivalent and meet one or more of the following requirements: be credentialed as a school counselor by the state; be employed as a school counselor or supervisor of school counselors; or be employed as a counselor educator in a graduate program that prepares school counselors and devotes 50% or more of his/her time to counseling and/or counseling activities; or a personnel worker endorsed in guidance and counseling or who meets the current standards for guidance and counseling endorsement as prescribed by the Nebraska State Department of Education; or any individual who meets the qualifications for regular or professional membership in the American School Counseling Association.

**II-1b. Student Membership.** A student member must be engaged in a planned program of counselor education designed to result in a Masters degree in counseling.

They must be enrolled in a counseling program for at least four and one half months of the year and not employed in a full time position or any individual who meets the qualifications for student membership in the American School Counselor Association.

**II-1c. Affiliate Membership.** Any individual interested in counseling but does not qualify for one of the other memberships.

**II-1d. Retired Membership.** Members in retirement shall maintain all the privileges of Active membership.

**II-1e. Allied Membership.** Corporation or businesses interested in supporting the goals of NSCA may become Allied members.

**ARTICLE II, SECTION 2. Admission of Members.** The Governing Board shall approve members for membership. An affirmative vote of two thirds of the Governing Board shall be required for admission.

**ARTICLE II, SECTION 3. Voting privileges and procedures.** Each active member shall be entitled to one vote on each matter submitted to the members. Student, affiliate, and allied members are not voting members.

**ARTICLE II, SECTION 4. Severance of Membership.** Association members may be dropped from membership for nonpayment of dues or revocation of license or credential, following procedures described in NSCA policies that address membership. Any member charged with engaging in such conduct shall be given the opportunity to present evidence in his/her behalf through witnesses or otherwise, shall be given the opportunity to confront witnesses against him/herself, and shall have the right to appeal and have a hearing before the NSCA Governing Board whose decision is final.

**ARTICLE II, SECTION 5. Nondiscrimination.** The Nebraska School Counselor Association does not knowingly engage in or support activities that discriminate on the basis of race, color, sex, religion, national origin, sexual orientation, gender identity, disability, or age.

## **ARTICLE III: NSCA GOVERNING BOARD AND OFFICERS**

**ARTICLE III, SECTION 1. Governing Board.** The governing board will consist of nine members who serve three year terms.

**ARTICLE III, SECTION 2. Powers and Functions.** The Governing Board defines, delegates and monitors organizational performance through written governance policy, linkage between the membership and Executive Director, and monitoring Executive Director performance.

**ARTICLE III, SECTION 3. Qualifications.** All board members shall be voting members of NSCA. The board members must be members of ASCA.

**ARTICLE III, SECTION 4. Governing Board Officers.**

**III-4a. Board Chair.** The Board Chair, a specially empowered member chosen by the board annually, assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

**III-4b. Vice Chair.** The Vice Chair will be chosen annually by the board and will assume the role of the Board Chair in the absence of the Board Chair.

**III-4c. Secretary.** The Secretary ensures the integrity of the board's documents and sees to it that all board documents and filings are accurate and timely. The Secretary will be chosen by the board annually.

**ARTICLE III. SECTION 5. Nominations, Elections, and Terms.** Candidates for the Governing Board must hold active membership in NSCA, be a member of ASCA, have two years experience as a school counselor, and complete NSCA-approved leadership training. Three board members will be elected annually for a three-year term to coincide with the NSCA fiscal calendar. Board members may serve a maximum of two consecutive terms.

**III-5a. Vacancies.** If a current Governing Board position should become vacant, the Governing Board will appoint a qualified candidate to fulfill the remainder of the unexpired term. If an elected candidate is unable to assume their duties, the candidate with the next highest number of votes will be asked to serve in the vacant position. If none of the candidates agree to serve, the Governing Board will fill the vacancy.

**ARTICLE III, SECTION 6. ASCA Delegate Assembly Representation.**

**III-6a.** The Governing Board shall select Nebraska division representatives to the ASCA Delegate meeting in accordance with ASCA policies.

**III-6b.** Division representatives must be professional members of ASCA.

**III-6c.** A state division shall submit to the credential chairman of the ASCA the names and addresses of its representatives to the delegate assembly.

## **ARTICLE IV. MEETINGS.**

**ARTICLE IV, SECTION 1. Regular meetings.** A regular annual meeting of the Governing Board may be held without further notice than by this bylaw, immediately before and at the same place as the annual meeting of the members. The Governing Board may provide by resolution the time and place for the holding of the additional meetings of the board without other notice than such resolution.

**ARTICLE IV, SECTION 2. Special meetings.** Special meetings for the Governing Board may be called by or at the request of the President or any Board member. The person or persons authorized to call special meetings of the Board may arrange any place for holding such meetings.

**ARTICLE IV, SECTION 3. Notice.** Notice of any special meeting of the Governing Board shall be given at least two days previously by written notice delivered personally or sent by mail or email to each Board member at his/her address as shown by the records of the division.

**ARTICLE IV, SECTION 4. Quorum.** Two One thirds of the Governing Board shall constitute a quorum for the transaction of business and any meeting of the Board.

**ARTICLE IV, SECTION 5. Manner of Acting.** The act of the majority of the Governing Board members present at a meeting at which a quorum is present shall be the act of the Governing Board, unless the act of the greater number is required by law or by these bylaws.

## **ARTICLE V: GOVERNING BOARD COMMITTEES**

**ARTICLE V. SECTION I. Standing and Special Committees.** The committees of the division shall consist of special and standing committees appointed by the Governing Board. All committees shall report to the Governing Board. A special committee shall serve until, in the opinion of the Governing Board, the purpose is accomplished. A standing committee member shall serve for a period of one year to coincide with the fiscal year. The Governing Board shall appoint all members of the committee. The following shall be the standing committees: , Nominations and Elections, Bylaws, and Financial Audit.

## **ARTICLE V, SECTION 2. Powers and Functions.**

**V-2a. Nomination and Election Committee.** This committee conducts impartial nominations and election procedures for the election of the Governing Board members in accordance with NSCA policies and procedures.

**V-2b. Bylaws Committee.** The bylaws committee shall annually review the Bylaws and make recommendations to the Governing Board. This committee shall review all proposed bylaws changes prior to being voted on by the membership.:

**V-2c. Financial Audit Committee.** The Financial Audit committee shall assist the board in monitoring of NSCA financial policies through direct inspection.

## **ARTICLE VI: AMENDMENTS OF BYLAWS**

**ARTICLE VI, SECTION 1. Amendments.** Except as provided in Section 2 and 3, the Board may not make amendments to these bylaws.

**ARTICLE VI, SECTION 2. Ballot.** If, in the judgment of the Governing Board, action upon a proposed amendment is desirable for the next annual meeting, it may be taken through a ballot following presentation of the amendment to the address of all voting members of the division. If a plurality of the voting members returning ballots within the succeeding thirty days vote affirmatively, the amendment shall be adopted.

**ARTICLE VI, SECTION 3.** An amendment first proposed at any meeting of the full membership shall be voted upon ballot after thirty (30) days following the date of the proposal.

**ARTICLE VI, SECTION 4. Publication.** The Bylaws and Policies of NSCA shall be published in their entirety periodically and shall be available to any member upon request.

## **ARTICLE VII. BUSINESS AFFAIRS OF THE ASSOCIATION**

**ARTICLE VII, SECTION 1. Fiscal Year.** The fiscal year shall be from July 1 to June 30.

**ARTICLE VII, SECTION 2. Property of the Division.** In the event the division shall 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 or organizations as the Governing Board determine to have purposes and activities most consistent with those of the division.

**ARTICLE VII, SECTION 3. Parliamentary Authority.** The parliamentary procedure for the meetings of NSCA shall be the commonly accepted practice of making and voting on motions with simple majority carrying the motion.

## **ARTICLE VIII: INDEMNIFICATION**

**ARTICLE VIII, SECTION 1.** The Association shall indemnify each member of the Governing Board, and paid and volunteer staff, as described in Article III, for the defense of civil and criminal actions or proceedings as hereinafter provided and, notwithstanding any provisions in these Bylaws, in a manner and to the extent permitted by applicable law.

**ARTICLE VIII, SECTION 2.** The Association shall indemnify each of its Governing Board members and staff as aforesaid, from and against any and all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily imposed upon or asserted against him or her by reason of being or having been such a member or staff 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 NSCA and, in 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, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of an independent legal counsel that, the Governing Board member or staff 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.

**ARTICLE VIII, SECTION 3.** Every reference herein to a member of the Governing Board or paid and volunteer staff of the Association shall include every member and staff thereof or former member and staff 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 NSCA member or staff might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.