

# Bylaws

## Georgia School Counselor Association

### Table of Contents

Article I: Name, Mission .....	2
Section 1. Name .....	2
Section 2. Mission.....	2
Article II: Offices .....	2
Section 1. Registered Office and Agent .....	2
Section 2. Other Offices.....	2
Article III: Membership .....	2
Section 1. Types of Membership .....	2
Section 2. Requirements of Membership .....	2
Section 3. Counselor Defined .....	2
Section 4. Dues .....	3
Section 5. Membership Year .....	3
Section 6. Rights and Privileges .....	3
Section 7. Severance of Membership .....	3
Article IV: Membership Assembly .....	3
Section 1. Composition of the Membership Assembly .....	3
Section 2. Functions of the Membership Assembly .....	3
Article V: Officers & Directors .....	3
Section 1. Officers and Directors and Terms of Office .....	3
Section 2. Nominations and Election of Officers .....	4
Section 3. Duties of Officers and Directors .....	4
Section 4. Removal From Office.....	4
Article VI: Executive Board .....	5
Section 1. Composition.....	5
Section 2. Powers and Functions.....	5
Section 3. Meetings .....	5
Article VII: Committees .....	5
Section 1. Committees.....	5
Article VIII: Business Affairs of the Association .....	5
Section 1. Fiscal Year .....	6
Section 2. Property of the Association .....	6
Section 3. Association Management .....	6
Article IX: Bylaws .....	6
Section 1. Amendment .....	6
Section 2. Publications .....	6
Section 3. Policies and Procedures.....	6
Article X: Parliamentary Authority .....	6
Section 1.....	6
Article XI: Indemnification .....	7
Section 1.....	7
Section 2.....	7
Section 3.....	7

## **Article I: Name, Mission**

### **Section 1. Name**

The name of the Association shall be the Georgia School Counselor Association (GSCA), a division of the American School Counselor Association (ASCA).

### **Section 2. Mission**

The Georgia School Counselor Association supports school counselors in Georgia as they promote student success.

## **Article II: Offices**

### **Section 1. Registered Office and Agent**

The corporation shall maintain a registered office and shall have a registered agent whose business office is identical with such registered office. This agent shall be the Association's Executive Secretary, Executive Director, or Association Management Company (AMC).

### **Section 2. Other Offices**

The corporation may have offices at such place or places within the state of Georgia as the Executive Board may from time to time appoint or the business of the corporation may require or make desirable.

## **Article III: Membership**

### **Section 1. Types of Membership**

The Association shall include five types of membership: Professional, Student, Retired, Affiliate, and Honorary.

### **Section 2. Requirements of Membership**

- a. *Professional Membership.* School counseling professionals who hold a master's degree or higher in counseling or the substantial equivalent and meet requirements set forth in GSCA policies that address membership are eligible for professional membership and shall receive all the rights and privileges as set forth in GSCA policies.
- b. *Student Membership.* Students who meet the requirements set forth in GSCA policies that address membership are eligible for Student membership and shall receive all the rights and privileges as set forth in GSCA policies.
- c. *Retired Membership.* School counseling professionals in retirement who meet the requirements set forth in GSCA policies that address membership are eligible for Retired membership and shall maintain all the rights and privileges as set forth in GSCA policies.
- d. *Affiliate Membership.* Individuals interested in counseling, not eligible for any other type of membership, may become Affiliate members as set forth in GSCA policies that address membership and shall receive all the rights and privileges as set forth in GSCA policies. Affiliate membership in the organization shall be available to interested individuals not qualifying for Professional or Student membership.
- e. *Honorary Membership.* Individuals who have performed outstanding services in, or for, the fields of education and counseling who meet the requirements set forth in GSCA policies that address membership shall receive all rights and privileges as set forth in GSCA policies.

### **Section 3. Counselor Defined**

The terms counselor or school counselor or professional school counselor wherever used herein, shall refer to persons eligible for Professional, Student, or Retired Membership, as defined in Article III. Section 2. of these bylaws.

#### **Section 4. Dues**

Dues shall be reviewed annually by the Executive Board for all categories of membership. Recommended changes in dues in excess of 20% shall be forwarded to the Membership Assembly for final confirmation.

#### **Section 5. Membership Year**

The association membership year shall be the period of time covered by the payment of annual dues and shall coincide with the fiscal year and term of office (July 1 to June 30).

#### **Section 6. Rights and Privileges**

- a. All members shall receive the rights and privileges accorded their membership categories. Professional, Retired and Student members may vote on all matters coming before the Association at Membership Assembly and only Professional and Retired shall be eligible for election to the Executive Board. All members shall be able to attend Membership Assembly. Professional, Retired and Student members are eligible to vote in Membership Assembly, to initiate motions and to hold standing committee chairs and committee membership unless otherwise excluded in these Bylaws. Honorary members may be eligible to run for elective office if they choose to waive their honorary status for the period of time they are running for office and the period of time they would hold office.
- b. *Nondiscrimination.* There shall be no discrimination against any individual on the basis of ethnic or national origin, race, color, religion, creed, sex, sexual orientation, disabling condition, or age.

#### **Section 7. Severance of Membership**

Association members may be dropped from membership for nonpayment of dues or revocation of license or credential, following procedures described in GSCA policies that address membership.

### **Article IV: Membership Assembly**

#### **Section 1. Composition of the Membership Assembly**

- a. The Membership Assembly shall be composed of all eligible voting members. The Membership Assembly is the highest legislative body of the association.

#### **Section 2. Functions of the Membership Assembly**

- a. The Membership Assembly shall be the highest legislative body of the Association and its functions shall be: (1) to initiate action governing the Association's programs and policies; (2) to take action on recommendations from the Executive Board; (3) to act on reports of Committees and such special committees and others who are responsible to the Membership Assembly; (4) to exercise such functions as may be desirable in the best interests of the Association not in conflict with the Bylaws.
- b. Each member of the Membership Assembly shall have one vote.
- c. All questions voted on by the Membership Assembly shall be decided by a simple majority of all eligible members voting, as consistent with these Bylaws and *Robert's Rules of Order*.

### **Article V: Officers & Directors**

#### **Section 1. Officers and Directors and Terms of Office**

- a. The Officers of GSCA shall be President, President Elect, Immediate Past President, Secretary, Treasurer and Parliamentarian. All elected officers of GSCA shall be either Professional or Retired members.
- b. The Directors of GSCA shall be Elementary Director, Middle Director, Secondary Director, Counselor Educator Director, Northern Director, Metro Director, Central Director and Southern Director.

- c. All Officers and Directors of the Association, except the Parliamentarian shall be elected at-large from eligible members of GSCA. The Parliamentarian shall be appointed by the President with the approval of the Executive Board and shall serve a term concurrent with the President.
- d. With the exception of the President, President-Elect, Past President and Parliamentarian, all Officers and Directors shall serve a two-year term, elected in alternating cycles.
- e. All elected members of the Executive Board of GSCA shall be members of the American School Counselor Association (ASCA).
- f. The President Elect shall be elected by the general membership to serve one year as President-elect, one year as President and one year as Immediate Past President.

### **Section 2. Nominations and Election of Officers**

- a. All Officers and Directors positions whose terms are up for election shall be elected annually by ballot by a majority of eligible voting members.
- b. The candidates for Officer or Director shall be nominated by members or may self-nominate and must hold Professional or Retired membership status. With the exception of retired professional members, candidates for elective office must be employed as a school counselor, counseling coordinator/supervisor, or counselor educator at the time of the election. With the following exceptions, candidates for office must have served in a leadership position for a minimum of one year prior to taking office:
  - a. Candidates for President-Elect must have served for a minimum of three years on the leadership team and one year on the Executive Board prior to taking office.
- c. In the event a nominee for a given office is not received by the nomination deadline, the Nominations and Elections Committee shall submit a nominee for that office.
- d. Nominations and Elections shall be in accordance with procedures developed by the Nominations and Elections Committee.
- e. If any Officer or Director should be unable to assume office at the beginning of the Association's Fiscal Year or to complete a term of office, either by resignation, removal or death, the Nominations and Elections committee shall submit candidates to the Executive Board within fourteen (14) days of vacancy, and the Executive Board shall appoint a replacement who fulfills the qualifications within thirty (30) days of vacancy of the office.

### **Section 3. Duties of Officers and Directors**

- a. The duties of Officers and Directors generally shall be outlined in GSCA policies, with the following exceptions.
  - a. President: The President shall serve as the presiding officer of GSCA, the Executive Board and Membership Assembly. The President shall perform other duties in accordance with GSCA policies.
  - b. Secretary: The Secretary shall record business proceedings and other duties as directed by the President or the Executive Board.
  - c. Treasurer: The Treasurer shall monitor the financial affairs of GSCA, according to GSCA Bylaws and Financial Policies.
  - d. Parliamentarian: The Parliamentarian shall be responsible for seeing that all meetings of the Executive Board and Membership Assembly, are conducted according to the current edition of *Robert's Rules of Order*.

### **Section 4. Removal From Office**

The Executive Board shall be responsible for certifying the inability of any officer or appointed leader to fulfill a term of office. An elected officer or member of the Executive Board 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 all charges and make recommendations. The committee shall complete its assignment and submit the final report within 30 days.

## **Article VI: Executive Board**

### **Section 1. Composition**

- a. The Executive Board shall be composed of all GSCA Officers and Directors. Other individuals may be invited as non-voting, ex-officio members at the discretion of the Executive Board.

### **Section 2. Powers and Functions**

- a. The Executive Board shall conduct the business affairs of the Association, including engaging firms or individuals for contracted services, but shall not take any action contrary to decisions or policies adopted by the Membership Assembly or of these Bylaws.
- b. The Executive Board shall review and revise as needed all GSCA policies, procedures and job descriptions of elected and appointed positions.
- c. The Executive Board may approve the formation of professional alliances with agencies, organizations, or institutions to the benefit of GSCA, its mission and membership. The alliances may be temporary or ongoing and shall be limited and reciprocal, as defined in the *Organizational Handbook*.
- d. The Executive Board shall establish and periodically review the geographical regions of the Association.
- e. In addition to the powers and authority expressly conferred upon it by these Bylaws, the Executive Board may exercise all such powers of the Association and do all lawful acts and (things as are not by law), by any legal agreement among members, by the articles of incorporation, by these Bylaws directed or required to be exercised or done by the members.

### **Section 3. Meetings**

- a. The Executive Board shall meet at least four times annually and at such other times as directed by the President or majority of the Executive Board.
- b. In lieu of calling a meeting, the President may submit questions for discussion and vote to the entire Executive Board by e-mail, telephone/conference call, fax, mail, or other accepted communication devices. This would be appropriate with those urgent questions and issues that must be addressed immediately.
- c. A quorum shall consist of a majority of all Executive Board members.
- d. Special meetings of the Executive Board may be called at the request of the President or by a majority of Executive Board members in office at that time.

## **Article VII: Committees**

### **Section 1. Committees**

creating or dissolving committees or other organizational units is the prerogative of the Executive Board. Committee Guidelines are addressed in GSCA policy.

### **Section 2. Standing Committees**

Because they are essential to ensuring the health and longevity of the Association, the Nominations and Elections Committee and Finance Committee are considered Standing Committees and may not be eliminated without amending the Bylaws via membership vote..

### **Section 3. Committee Composition**

The Executive Board appoints Committee Chairs and Leadership Team members. However, Standing Committees are chaired by the Immediate Past President (Nominations and Elections) and Treasurer (Finance). Chairs and committee members must be members of GSCA in good standing. Chair and committee terms are for one fiscal year, unless otherwise noted in GSCA policy.

### **Section 4. Task Forces**

The President may appoint task forces as necessary for the development of the Association. Task forces are responsible for a discrete task and disbanded upon task completion.

**Section 1. Fiscal Year**

The fiscal year shall be July 1 – 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 of its property shall be transferred to such organization(s) as the Executive Board 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, corresponding provisions of the Internal Revenue Laws and laws of the State of Georgia regarding non-profit organizations.

**Section 3. Association Management**

- a. The Executive Board may employ an Executive Secretary, Executive Director, or Association Management Company (AMC) for GSCA to manage the daily affairs of the GSCA Office.
- b. The Executive Board shall approve a job description and a salary rate for the position of Executive Secretary/Executive Office/Executive Director annually.
- c. The Association's management entity shall perform such duties as described in the job description for the position, and any other duties incidental to the office as may be specified in the current contract.

**Article IX: Bylaws**

**Section 1. Amendment**

These Bylaws may be amended by a two-thirds majority of eligible members voting. This voting may be conducted at any regular or called meeting, online or by mail. All members shall be notified in writing of the amendment proposed at least 30 days before the vote is to be taken. Amended Bylaws shall go into effect at the beginning of the next fiscal year unless otherwise stated. When appropriate and approved by a two-thirds majority of eligible members voting, amendments may become effective immediately, if so stated.

**Section 2. Publications**

The Bylaws of this Association shall be published in their entirety from time to time and shall be available to any member upon request.

**Section 3. Policies and Procedures**

Supplemental policies and implementation guidelines for these Bylaws are found in the GSCA Organizational Handbook.

**Article X: Parliamentary Authority**

**Section 1.**

The Parliamentary authority for the meeting of this Association and all of its Board and committees shall be *Robert's Rules of Order*, as from time to time amended. The Parliamentarian or a designee appointed by the President shall be present at all official meetings of the Executive Board and Membership Assembly. The Parliamentarian shall not vote at Executive Board meetings.

## **Article XI: Indemnification**

### **Section 1.**

The Association shall indemnify each member of the Executive Board, as described in Article VII, 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.

### **Section 2.**

The Association shall indemnify each of its Executive 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 herein, imposed upon or asserted against him or her by reason of being or having been such a Executive Board member 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 the best interests of the Association and, in the case of criminal action or proceeding, in addition, has 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 members acting (1) by quorum consisting of Executive Board members who are no party to such section of 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.

### **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 member or officer of the Association might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.

*Revision & Approval: November 4, 2010*

*Revision & Approval: November 11, 2011*

*Revision & Approval: November 9, 2012*

*Revision & Approval: November 15, 2013*

*Revision & Approval: April 2014*

*Revision & Approval: November 12, 2014*

*Revision & Approval: November 9, 2017*

*Revision & Approval: November 2019*

*Revision & Approval: November 2022*