

## Article I: Name and Mission

Article I, Section 1. The name of the Association shall be the North Carolina School Counselor Association (NCSCA). NCSCA is a division of the American School Counselor Association (ASCA) and is organized in accordance with the North Carolina Articles of Incorporation and the bylaws of ASCA.

Article I, Section 2. NCSCA expands the image and influence of school counselors. NCSCA empowers school counselors with the knowledge, skills, and linkages to promote equity, access to a high-quality education and overall success for every student in the school. The mission of NCSCA shall be to represent school counselors and to promote professionalism and ethical practices.

## Article II: Membership

Article II, Section 1. Types of membership – This Association shall include five types of membership: Professional, Retired, Student, Affiliate, and Institutional.

Article II, Section 2. Requirements of Membership - To qualify for one of the five types of membership, the following requirements must be met for each category of membership being sought.

II-2a. Professional Membership - School counseling professionals who hold a master's degree or higher in counseling or the substantial equivalent and meet the requirements set forth in NCSCA policies that address membership are eligible for Professional membership and shall receive all the rights and privileges set forth in NCSCA policies.

II-2b. Retired Membership - School counseling professionals in retirement who meet the requirements set forth in NCSCA policies that address membership are eligible for Retired membership and shall maintain all the rights and privileges of Professional membership as set forth in NCSCA policies.

II-2c. Student Membership - Students who meet the requirements set forth in NCSCA policies that address membership are eligible for Student membership and shall receive all the rights and privileges as set forth in NCSCA policies.

II-2d. Affiliate Membership - Individuals, corporations, or businesses interested in counseling, not eligible for any other type of membership, may become Affiliate members as set forth in NCSCA policies that address membership and shall receive all rights and privileges as set forth in NCSCA policies.

II -2e. Institutional Membership will be established for school counseling professionals employed by a school district, who hold a master's degree or higher in counseling or the substantial equivalent and meet the requirements and rates for membership set forth in NCSCA policies that address membership. They shall receive all rights and privileges of Professional membership as set forth in NCSCA policies.

Article II, Section 3. Dues – Dues for all categories of membership shall be established in accordance with NCSCA policies that address membership.

Article II, Section 4. Rights and Privileges - All members shall receive the rights and privileges accorded their membership categories. Professional and retired members may vote on all matters coming before the Association and shall be eligible for election to the NCSCA Board of Directors.

II-4a. Student members may vote on all matters coming before the Association except for Delegate Assembly. Please note Delegate Assembly members must be Professional or retired members.

II-4b. Student members shall not be eligible for election to the NCSCA Board of Directors.

II-4c. Student members shall not be eligible to serve on the Delegate Assembly.

Article II, Section 5. Severance of Membership – Association members may be dropped from membership for nonpayment of dues or revocation of license or credential, following procedures described in NCSCA policies that address membership.

Article II, Section 6. Nondiscrimination – The North Carolina School Counselor Association does not knowingly engage in or support activities that discriminate on any basis as addressed in ASCA’s Ethical Standards for School Counselors.

### **Article III: Local/Regional Chapters**

Article III, Section 1. Organization of Local/Regional Chapters – Any group of Association members residing or working with a particular locale or region may apply for a Local/Regional charter, provided that the group consists of at least 25 NCSCA Professional or retired members.

III-a. Student members may vote on all matters coming before the Local/Regional Chapter.

III-a. Student members shall not be eligible for election to the NCSCA Local/Regional Chapter.

Article III, Section 2. Formation of Local/Regional Chapters

III-2a. Groups that desire to form a local/regional chapter must submit a Local/Regional Charter application to the Board of Directors for consideration.

III-2b. The NCSCA Board of Directors must approve the applicant’s bylaws or similar governance documents. Such bylaws or other similar documents must not conflict with the bylaws of this Association.

III-2c. Local/Regional Charters are granted to Local/Regional Chapters and NCSCA will charter one Local/Regional Chapter per Local Education Agency (LEA).

Article III, Section 3. Revocation of Charter – Local/Regional charters may be reviewed and revoked following due process as set forth in NCSCA policies that address local/regional chapters.

### **Article IV: NCSCA Officers and Board of Directors**

Article IV, Section 1. Officers – The officers of NCSCA shall be the President, Immediate Past President, President-Elect, Treasurer, and eight Regional Vice-Presidents.

Article IV, Section 2. Board of Directors – The Board of Directors is composed of officers, committee chairs, liaisons, a parliamentarian, and an association manager.

Article IV, Section 3. Powers and Functions – The Board of Directors has the authority to create policies to carry out the mission of NCSCA but shall not take any action contrary to NCSCA bylaws.

#### Article IV, Section 4. Board of Directors Members and Terms of Office

IV-4a. Terms of Office – The President, President-Elect, and the Immediate Past President shall each serve a one-year term of office. The Treasurer shall serve a three-year term and the eight Vice Presidents shall each serve a two-year term. Appointed committee chairs serve one-year terms each. The President Elect shall automatically become the President of the Association one year after the commencement of the term of President Elect, or upon the death, resignation or other incapacity of the President.

IV-4b. All officers shall be Professional members of NCSCA and ASCA in good standing.

IV-4c. Regional Vice Presidents shall be elected by the general membership in their region to serve a two-year term. They shall be licensed school counselors.

IV-4d. The term of office for any appointed or elected position shall coincide with the fiscal year of NCSCA.

IV-4e. The voting members of the NCSCA Board of Directors shall consist of the officers and committee chairs.

IV-4f. Liaisons, Parliamentarian, and the association manager shall be non-voting members of the Board of Directors.

IV -4g. A paid, contracted independent contractor may serve on an ex-officio basis at such time the Board of Directors deems appropriate.

#### Article IV, Section 5. Nominations and Elections of Officers

IV-5a. The President-Elect and four Regional Vice Presidents shall be elected annually by ballot.

IV-5b. The Treasurer shall be elected every three years by ballot.

IV-5c. The Nominations and Elections Committee shall conduct elections according to NCSCA policies that address nominations and elections.

IV-5d. Nominations and Elections guidelines shall be developed by the Nominations and Elections Committee and approved by the Board of Directors.

IV-5e. If any elected candidate should be unable to assume office by the beginning of NCSCA's fiscal year the candidate with the next highest number of votes in the election shall be asked to serve in the vacant position. If none of the candidates agrees to serve the Board of Directors shall fill the vacancy.

#### Article IV, Section 6. Duties of Board of Directors Members

IV-6a. The President shall serve as the presiding officer of NCSCA in accordance with NCSCA policies that address governance.

IV-6b. The President-Elect shall serve as the presiding officer in the President's absence in accordance with NCSCA policies that address governance.

IV-6c. The Immediate Past President, Regional Vice Presidents, liaisons, parliamentarian, and committee chairs shall serve in accordance with NCSCA policies that address governance.

#### Article IV, Section 7. Board of Director's Meetings

IV-7a. The Board of Directors shall meet at least three times annually. One meeting shall be held prior to the annual Business meeting, Delegate Assembly prior to Fall Conference. Meetings of the Board of Directors may be called by the President or by majority vote of the Board.

IV-7b. 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 these bylaws and NCSCA policies that address governance.

IV-7c. A majority (51%) of the members of the Board of Directors must be present to constitute a quorum.

IV-7d. Board of Directors members are required to attend all Board of Director's meetings and other functions in accordance with NCSCA policies that address governance.

#### Article IV, Section 8. Vacancies

IV-8a. In the event of a vacancy in the office of President, the President-Elect assumes the office of President.

IV-8b. In the event of a vacancy in the office of a President-Elect who is serving a President's unexpired term, the Immediate Past President of the Board of Directors shall assume the position of chairperson of the Board of Directors until the Board of Directors fills the vacancy by calling a special election of the general membership. In the event of a vacancy in the office of President-Elect who is not serving a President's unexpired term, the Board of Directors shall fill the vacancy by calling a special election of the general membership and the new President-Elect shall serve as President upon completion of the unexpired term.

IV-8c. In the event of a vacancy in the office of Immediate Past President, the most recent Past President may be asked to complete the unexpired term. If the Past President chooses not to complete the term or if the Board of Directors chooses not to fill the vacancy, the Board of Directors shall appoint a chair of the Nominations and Elections Committee and the Past President positions shall be vacant for the remainder of the unexpired term.

IV-8d. In the event of a vacancy in an office of regional vice president, the NCSCA President may fill the vacancy.

IV-8e. The NCSCA President shall have the authority to fill any vacancy for which there are no other provisions.

#### Article IV, Section 9. Removal from Office

IV-9a. An elected officer or 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 all charges and make recommendations. This committee shall complete its assignment and submit a final report within 30 days after appointment.

IV-9b. A member who fails to attend 75% of all board meetings in a year will be deemed to have resigned. Upon request the Board of Directors may choose to reinstate the person once per term.

#### Article IV, Section 10. Compensation and Reimbursement of Expenses

IV-10a. Except for the independent contractor, none of the Board of Directors members shall receive compensation for their service on the Board of Directors. However, Board of Director's members' necessary expenses shall be paid in accordance with NCSCA policies that address governance and finance.

IV-10b. Compensation of the independent contractor shall be established annually in accordance with NCSCA policies that address governance and finance.

IV-10c. Members of the NCSCA Board of Directors shall not benefit financially or materially from their service on the Board of Directors, in accordance with NCSCA policies and procedures that address Governance and Conflicts of Interest.

## **Article V: Appointed and Contracted Positions and Duties**

Article V, Section 1. Independent Contractor

V-1a. The independent contractor shall serve as the association manager of the association.

V-1b. The independent contractor shall be appointed by the Board of Directors according to NCSCA policies and procedures.

V-1c. The independent contractor shall administer the affairs of the Association and perform such other duties as are incidental to this office, in accordance with NCSCA's mission, subject to the provisions of its bylaws, and such policies as may be adopted by the Board of Directors.

V-1d. The job description and title for the independent contractor is delineated in the NCSCA policies and procedures.

Article V, Section 2. Parliamentarian - The President shall appoint a Parliamentarian.

Article V, Section 3. Additional Appointments – The President shall recommend additional appointments to the Board of Directors for approval as needed.

## **Article VI: Operational Structure**

Article VI, Section 1. Committees – NCSCA's committees shall be appointed by the President to accomplish specific tasks within specific timeframes. 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.

Article VI, Section 2. Standing Committees – The Standing Committees shall be:

VI-2a. Bylaws - The Bylaws Committee reviews the bylaws of the Association annually and makes recommendations concerning revisions to the Board of Directors.

VI-2b. Nominations and Elections – The Nominations and Elections Committee develop policies for approval by the Board of Directors and conducts elections in accordance with NCSCA policies.

VI-2c. Finance - The Finance Committee ensures that the Board of Directors is managing finances and assets in accordance with NCSCA policies related to governance and finance.

VI-2d. Government Relations - Promotes law and policy to support school counseling.

VI-2e. Professional Development - The Professional Development Committee coordinates professional development opportunities for members.

VI-2f. Delegate Assembly-The Delegate Assembly shall constitute the annual business meeting of the Association.

## **Article VII: Business Affairs of the Association**

Article VII, Section 1. Fiscal Year - The fiscal year shall begin on July 1 and end the following June 30.

Article VII, 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 organizations as the Board of Directors shall determine to have purposes and activities most nearly consonant with those of the Association provided, however, that such organizations shall be exempt under Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of the Internal Revenue Laws.

Article VII, Section 3. Composition and Selection of the Delegate Assembly.

VII – 3a. The Delegate Assembly shall be composed of voting members of the Board of Directors of NCSCA and delegates of the regions as described in NCSCA policies that address delegate representation. The Delegate Assembly shall constitute the annual business meeting of the Association.

VII – 3b. Regional delegates shall be selected in any manner that a Division chooses; however, delegates must be Professional or Retired members of NCSCA. The Board of Directors of NCSCA may call additional business meetings of the NCSCA general membership that are not meetings of the Delegate Assembly.

VII – 3c. At a meeting of the general membership that is not a meeting of the Delegate Assembly, 100 Professional or Retired members of NCSCA in good standing and a majority of the Board of Directors members must be present to constitute a quorum.

Article VII, Section 4. Functions of the Delegate Assembly. The Delegate Assembly shall be the legislative body of NCSCA.

VII – 4a. The Delegate Assembly represents the NCSCA membership.

VII – 4b. The Delegate Assembly identifies current issues, trends and concerns that inform the Ends policies of the Association.

VII – 4c. The Delegate Assembly provides recommendations to the Board of Directors, committees, and task forces.

VII – 4d. The Delegate Assembly approves revisions to NCSCA Bylaws.

VII- 4e. The Delegate Assembly performs such other functions as may be in the best interest of NCSCA, not in conflict with the Bylaws and specifically assigned to it by the Board of Directors.

VII – 4f. Each member of the Delegate Assembly shall have one vote.

## **Article VIII: Indemnification**

Article VIII, Section 1. The Association shall indemnify each member of the Board of Directors and each of its officers, as described in Article IV 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.

Article VIII, 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 NCSCA's best interests and, in the 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 Board of Directors acting (1) by quorum consisting of Board of Director's 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 of Directors 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.

Article VIII, Section 3. Every reference herein to a member of the Board of Directors 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 all rights to which any NCSCA member or officer might otherwise be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

## **Article IX: Amendment of Bylaws**

Article IX, Section 1. Business Meetings of the Delegate Assembly Amendment Procedure – Except as provided in Section 2 below, amendments to these bylaws may be acted upon only at the business meetings of the association. If presented in writing to all members of the association at least 30 days before the annual meeting at which the proposed change is to be considered, such an amendment may be adopted by a majority vote of the members present.

IX – 1a. The Delegate Assembly shall meet annually in conjunction with the NCSCA Annual Conference. Additional meetings may be called by majority vote of the Delegate Assembly or the Board of Directors.

IX – 1b. Two-thirds of the members of the Delegate Assembly must be present to constitute a quorum.

IX -1c. Each member of the Delegate Assembly shall have one vote. Decisions of the Delegate Assembly shall be made by a simple majority vote except in cases involving issues that require a greater majority vote, as defined in these Bylaws and NCSCA policies that address governance.

IX – 1d. Meetings of the Delegate Assembly shall be conducted in accordance with standing rules adopted by the Delegates.

Article IX, Section 2. Amendments by mail – If, in the judgment of the Board of Directors, action upon a proposed amendment is desirable before the next meeting, it may be taken through a mail ballot following the presentation of the amendment in writing to all members of the Association. Thirty days after the mailing of the proposed amendment the polls shall be closed and the vote counted by the Board of Directors, the Executive Director, or someone else designated by NCSCA. If a majority of returned ballots approved the amendment, the amendment shall be adopted.

IX – 2a. In the event the attendance at Delegate Assembly or general membership meeting does not constitute a quorum, Bylaw’s amendments may be approved by mail ballot, electronic ballot or other means approved by the Board of Directors. In such case, amendments shall be approved by a majority of ballots or votes received.

IX – 2b. Amendments originating during the Delegate Assembly or a general membership meeting shall be discussed and if approved by the Delegate Assembly or members in attendance of a general membership meeting shall be submitted for mail ballot, electronic ballot or other means approved by the Board of Directors. Such proposed amendments shall be sent, no more than 90 days following the date of presentation, for a vote by the NCSCA Delegate Assembly members or members in attendance of a general membership meeting before whom the amendment originated. Such proposed amendment shall be referred forthwith to the Bylaws Review Committee whose written recommendation shall accompany any such ballot. Amendments originating during Delegate Assembly or general membership meeting shall be approved by the majority of ballots or votes received.

IX – 2c. Bylaw amendments that affect Board or Delegate service, such as terms or eligibility, shall not be applicable to Board members and Delegates who are in office, newly elected or engaged in an election at the time the amendment is approved, unless the Delegate Assembly explicitly approves applying the Bylaw amendments immediately.

Article IX, Section 3. Publication – The bylaws and the policies of NCSCA shall be published in their entirety and shall be available to any member upon request.

## **Article X: Rules of Order**

Article X, Section 1. Parliamentary Authority – The parliamentary authority for the meetings of the Association shall be ROBERT’S RULES OF ORDER as from time to time amended.



## NCSCA Bylaws Adopted, Amended, and Updated Dates

Date	Location
Adopted January 2006	
Amended November 2008	
Updated June 12, 2009	
Amended November 2011	
Amended November 6, 2013	
Amended November 2016	
Amended November 8, 2017	
Amended November 13, 2019	NCSCA Annual Fall Conference / Embassy Suites-Concord, NC
Amended June 3, 2021	NCSCA Board and Delegate Assembly Zoom Meeting

