**
BYLAWS**

**SOUTH DAKOTA SCHOOL COUNSELOR ASSOCIATION***Approved May 2017*

**ARTICLE I: NAME**ARTICLE I, SECTION 1.NAME The name of the association shall be the South Dakota School Counselor Association (SDSCA). SDSCA is a state branch of the American School Counselor Association (ASCA). SDSCA is chartered by ASCA and the South Dakota Counseling Association (SDCA) and is an Area of Specialty of the SDCA branch.

ARTICLE I, SECTION 2. FUNCTION SDSCA is the organization expanding the image and influence of professional school counselors. The mission of SDSCA is to unite, support, and empower school counselors. The SDSCA supports and unites school counselors through advocacy, leadership, and collaboration. SDSCA empowers by providing professional development opportunities, ethical support and resources to promote student success in the academic, career and social/emotional domains.

**ARTICLE II: MEMBERSHIP**
ARTICLE II, SECTION 1. MEMBERSHIP This Association shall include three types of membership: Professional, Retired, and Student.

ARTICLE II, SECTION 2. TYPES OF MEMBERSHIP

II-2a.PROFESSIONAL MEMBERS Professional members must hold a master’s degree or higher in counseling or the substantial equivalent and meet one or more of the following requirements: (1) be credentialed as a school counselor by the state; (2) be employed as a school counselor or supervisor of school counselors; or (3) or be employed as a counselor educator in a graduate program preparing school counselors.

II-2a.i NEW PROFESSIONAL MEMBERSHIP Individuals who have graduated with a master’s or doctoral degree in the last twelve months.

II- 2.b. RETIRED MEMBERSHIP Members in retirement shall maintain all the privileges of Professional membership.

II- 2.c. STUDENT MEMBERSHIP A student member must be engaged in a planned program of counselor education designed to result in a master’s degree in counseling. Once the student receives his or her master’s degree in counseling he or she will need to become a New Professional Member. Student members shall have all the privileges of Professional membership.

ARTICLE II, SECTION 3. DUES Dues shall be set by the Governing Board for all categories of memberships.

ARTICLE II, SECTION 4. RIGHTS AND PRIVILEGES Professional, Student, and Retired members upon payment of dues shall be eligible to attend meetings, to vote, and to hold office in the Association.

ARTICLE II, SECTION 5. SEVERANCE OF MEMBERSHIP Association members may be dropped from membership for nonpayment of dues or evocation of license or credential, following procedures described in ASCA policies addressing membership.

ARTICLE II, SECTION 6. NONDESCRIMINATION The South Dakota School Counselor Association does not knowingly engage in or support activities that discriminate on the basis of race, color, sex, religion, national origin, affectional or sexual orientation, disability, or age.

**ARTICLE III: SDSCA OFFICERS AND GOVERNING BOARD**
ARTICLE III, SECTION 1. OFFICERS The officers of SDSCA shall be the President, Immediate Past President, and President Elect.

ARTICLE III, SECTION 2. POWERS AND FUNCTIONS

III-2a. The Governing Board shall conduct the governance of SDSCA but shall not take any action contrary to bylaws adopted by the membership.

III-2b. The Governing Board has the authority to create policies to carry out the Mission of SDSCA.

ARTICLE III, SECTION 3. GOVERNING BOARD MEMBERS AND TERMS OF OFFICE

III-3a. The voting members of the Governing Board of SDSCA shall consist of the President, President Elect, Immediate Past President, and four Level Vice Presidents.

III-3b. The President Elect shall serve one year as President Elect, one year as President, and one year as Immediate Past President.

III-3c. Level Vice Presidents shall be elected to serve a two-year term and shall be employed as a counselor in the work setting to be represented. Levels include K-12, Elementary, Middle Level and High School.

ARTICLE III, SECTION 4. NOMINATIONS AND ELECTIONS OF GOVERNING BOARD MEMBERS

III-4a. The President Elect and two Level Vice Presidents (the Elementary and Secondary Vice Presidents’ terms will end on even number years and the Middle Level and K-12 Vice Presidents’ terms will end on odd numbered years) shall be elected annually, by ballot.

III-4b. To be eligible for any elective office, a candidate must be a member in good standing of SDSCA

III-4c. If any elected candidate should be unable to assume office by the beginning of SDSCA’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 Governing Board shall fill the vacancy.

ARTICLE III, SECTION 5. DUTIES OF GOVERNING BOARD MEMBERS

III-5a. The President shall serve as the presiding officer of SDSCA in accordance with SDSCA policies addressing governance.

III-5b. The President Elect shall serve as the presiding officer in the President’s absence in accordance with SDSCA policies addressing governance.

III-5c. The Immediate Past President shall serve in accordance with SDSCA policies addressing governance.

III-5d. The Vice Presidents shall serve as representatives of the members in accordance with SDSCA policies addressing governance.

ARTICLE III, SECTION 6. MEETINGS

III-6a. The Governing Board shall meet at the time and place of the SDCA Annual Conference. Meetings of the Governing Board may be called by the President or majority vote of the Board.

III-6b. A majority of the members of the Governing Board shall constitute a quorum.

III-6c. Each member of the Governing Board shall have one vote. Decisions of the Governing Board shall be made by a simple majority vote except in cases involving issues requiring a greater majority, as defined in these Bylaws and SDSCA policies addressing governance.

III-6d. Governing Board members are required to attend all Governing Board meetings and other functions in accordance with SDSCA policies addressing governance.

III-6e. Voting members of the Board not able to participate in a Board meeting or other vote, may appoint another Board member to act as their proxy.

ARTICLE III, SECTION 7. VACANCIES

III-7a. In the event of a vacancy in the office of President, the President Elect assumes the office of President.

III-7b. 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 Governing Board shall assume the position of chairperson of the Governing Board until the Governing Board appoints the next ranking candidate of the election to that office.

III-7c. In the event of a vacancy in the office of the 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 Governing Board chooses not to fill the vacancy, the Governing Board shall appoint a committee chair to complete the duties of the Immediate Past President.

III-7d. In the event of a vacancy in an office of Vice President, the Governing Board may fill the vacancy.

III-7e. The Governing Board shall have the authority to fill any vacancy for which there are no other provisions.

ARTICLE III, SECTION 8. REMOVAL FROM OFFICE An elected officer or member of the Governing Board may be removed from office, for cause, by a two-thirds majority vote of the Governing Board. At the discretion of the Governing Board, 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.

ARTICLE III, SECTION 9. COMPENSATION AND REIMBURSEMENT OF EXPENSES OF OFFICERS None of the elected officers of the Association shall receive any compensation for services, but their necessary expenses may be paid as in accordance with SDSCA policies addressing governance and finance.

**ARTICLE IV: APPOINTED POSITIONS AND DUTIES**ARTICLE IV, SECTION 1. SECRETARY

IV-1a. The Secretary shall be appointed by the President, with the approval of the Governing Board, and shall serve a concurrent term with that President.

IV-1b. The Secretary shall keep the records of all the meetings of the Association and shall perform such other duties as are incidental to this office.

ARTICLE IV, SECTION 2. TREASURER

IV-2a. The Treasurer shall be appointed by the Governing Board.

IV-2b. The Treasurer shall submit a complete fiscal year report, be responsible for having an annual review of the books to be presented to the Governing Board and shall perform other duties as may be directed by the Board.

ARTICLE IV, SECTION 3. ADDITIONAL APPOINTMENTS The Governing Board may appoint other positions as needed.

**ARTICLE V: OPERATION STRUCTURE**
ARTICLE V, SECTION 1. EXECUTIVE COMMITTEE

V-1a. The Executive Committee of the Governing Board shall consist of the President, President Elect, and Immediate Past President. The Secretary and Treasurer shall be ex officio members without vote.

V-1b. The Executive Committee shall act for the Governing Board during the intervals between meetings while following Association Bylaws, policies, and procedures.

ARTICLE V, SECTION 2. COMMITTEES SDSCA’s committees shall be appointed by the President to accomplish specific tasks within specific timeframes.

ARTICLE V, SECTION 3. STANDING COMMITTEES The standing committees shall be:

V-3a. An Audit Committee consisting of the SDSCA President Elect and one member appointed by the SDSCA President (neither of whom do not have signatory rights on the financial accounts) will conduct an annual aduit of the SDSCA financial records at the end of the SDSCA fiscal year. Both the President and Treasurer with have signatory rights on financial documents.

V-3b. The Bylaws Committee annually reviews the Bylaws and makes recommendations to the Governing Board as needed.

V-3c. The Ethics Committee reviews ASCA’s Ethical Standards and assists membership in understanding ethical practices.

**ARTICLE VI: BUSINESS AFFAIRS OF THE ASSOCIATION**ARTICLE VI, SECTION 1. FISCAL YEAR The fiscal year shall coincide with that of the SDCA.

ARTICLE VI, 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 Governing 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 or corresponding provisions of the Internal Revenue Laws.

ARTICLE VI, SECTION 3. ANNUAL MEETING The President of SDSCA may call an annual business meeting of the Association in conjunction with the SDCA Conference. Twenty-five members of the Association and a majority of the Governing Board members must be present to constitute a quorum.

**ARTICLE VII: IDEMNIFICAITON**
ARTICLE VII, SECTION 1. IDEMNIFY The Association shall indemnify each member of the Governing Board and each of its officers, as described in Article III, for the defense of civil and 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 VII, SECTION 2. IDEMNIFY DETERMINATION 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 he or she acted in good faith for the purpose which he or she reasonably believed to be in the best interests of SDSCA and, in the case of criminal action or proceeding, in addition had no reasonable cause to believe 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 or officer 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 VII, SECTION 3. RIGHTS OF IDEMNIFICATION Every reference herein to a member of the Governing 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 the 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 SDSCA member or officer might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.

**ARTICLE VIII: AMENDMENT OF BYLAWS**ARTICLE VIII, SECTION 1. AMENDMENT These bylaws may be amended by majority vote of those voting after submission of the proposed amendment by either of the two following methods:

VIII-1a. An amendment shall be proposed in writing to the membership by the Governing Board or over the signatures of five (5) members in good standing not less than thirty (30) days prior to the annual meeting of the membership.

VIII-1b. An amendment first proposed at any meeting of the membership shall be voted upon in person via paper/pencil or by mail after thirty (30) days following the date of the proposal.

ARTICLE VIII, SECTION 2. ROBERT’S RULES *Robert’s Rules of Order Revised* (by Henry Martin Robert III) shall be the Parliamentary Authority that governs the proceedings of the Association not otherwise specified in the bylaws.

ARTICLE VIII, SECTION 3. PUBLICATIONS The Bylaws and Policies of SDSCA shall be published in their entirety periodically and shall be available to any member upon request.