



## NvSCA Bylaws 2022

### **ARTICLE 1: NAME, MISSION, AND PURPOSE**

ARTICLE 1, SECTION 1. The name of the Association shall be the Nevada School Counselor Association (NvSCA), a state division of the American School Counselor Association (ASCA).

ARTICLE I, SECTION 2. The mission of the Association shall be: The Nevada School Counselor Association (NvSCA) supports school counselors' efforts to help students focus on academic, social/emotional, and career development so they can achieve success in school and are prepared to lead fulfilling lives as responsible members of society. NvSCA provides professional development, publications and other resources, research, and advocacy to professional school counselors around the state.

ARTICLE I, SECTION 3. The purpose of the Association shall be:

- I-3a. to facilitate communication among all school counselors in the state of Nevada and provide information supporting the school counseling profession.
- I-3b. to foster a closer professional relationship among elementary, middle/junior high, high, and post-secondary school personnel responsible for school counseling services.
- I-3c. to support the American School Counselor Association (ASCA), ASCA's mission, and ASCA's programs, including, but not limited to, the implementation of the ASCA National Model.
- I-3d. to actively participate in the promotion, research, and development of the school counseling profession at the local, state, and national levels.
- I-3e. to serve as a state organization concerned with the needs of all school counselors in Nevada.
- I-3f. to advocate at the legislative level for the promotion of the school counselor as an integral part of the educational process of Nevada's students.
- I-3g. to foster relationships with state and local education associations to advocate for all school counselors as part of the educational environment.
- I-3h. to promote the ASCA Ethical Standards for School Counselors, ASCA Ethical Standards for School Counselor Education Faculty, ASCA Ethical Standards for School Counselor Association Leaders, and the ASCA School Counselor Professional Standards, and Competencies.
- I-3i. to operate as a not for profit professional organization.

### **ARTICLE II: MEMBERSHIP**

ARTICLE II, SECTION 1. NvSCA shall have four types of membership: Professional, Retired, Student, and Affiliate.

ARTICLE II, SECTION 2. Requirements of Membership. To qualify for one of the four types of membership, an individual shall meet the following requirements for the membership being sought:

II-2a. Professional Membership. Professional members must hold a master's degree or higher in counseling or a related field and meet one or more of the following requirements: be credentialed as a school counselor by a state, district or territory of the United States; be employed as a school counselor or supervisor of school counselors; or be employed as a counselor educator in a post-secondary institution.

II-2b. Retired Membership. Professional members in retirement are eligible for retired membership.

II-2c. Student Membership. Student members enrolled part or full time in a master's degree school counseling program and are not employed full-time as a school counselor are eligible for Student membership.

II-2d. Affiliate Membership. Individuals interested in school counseling, not eligible for another type of membership, are eligible for Affiliate membership.

ARTICLE II, SECTION 3. Dues. Dues for all categories of membership shall be established in accordance with NvSCA policies and procedures that address Membership.

ARTICLE II, SECTION 4. Rights and Privileges. All members shall receive the rights and privileges accorded their membership categories as set forth in NvSCA policies and procedures that address Membership.

ARTICLE II, SECTION 5. Nondiscrimination. The Nevada School Counselor Association does not knowingly engage in or support activities that discriminate on any basis as addressed in federal guidelines and the ASCA Ethical Standards for School Counselors.

ARTICLE II, SECTION 6. Severance of Membership. Association members may be dropped from membership for: nonpayment of dues; revocation of license, credential, or certification; violation of NvSCA Bylaws; failure to adhere to membership policies and procedures established by NvSCA, or violation of the ASCA Ethical Standards for School Counselors.

### **ARTICLE III: NVSCA OFFICERS AND BOARD OF DIRECTORS**

ARTICLE III, SECTION 1. Officers. The officers of NvSCA shall be the Chief Governance Officer (Chair of the Board), Assistant Chief Governance Officer (Assistant Chair of the Board), Secretary, and Treasurer.

ARTICLE III, SECTION 2: Powers and Functions of the Board of Directors.

III-2a. The Board of Directors shall conduct the governance of NvSCA but shall not take any action contrary to Bylaws adopted by NvSCA members.

III-2b. The Board of Directors shall create policies and procedures to carry out the mission of NvSCA.

ARTICLE III, SECTION 3: Board of Directors.

III-3a. The voting members of the Board of Directors shall consist of nine at-large Directors.

III-3b. The Chair of the Board shall be an elected Director on the Board of Directors who is selected by the members of the Board of Directors to serve a one-year term as the Chair of the Board, in accordance with policies and

procedures that address Governance.

III-3c. The Assistant Chair of the Board shall be an elected Director on the Board of Directors who is selected by the members of the Board of Directors to serve a one-year term to assist the Chair of the Board and to serve as the Chair of the Board in the Chair's absence, in accordance with policies and procedures that address Governance.

III-3d. The Secretary of the Board shall be an elected Director on the Board of Directors who is selected by the members of the Board of Directors to serve a one-year term in accordance with policies and procedures that address Governance.

III-3e. - The Treasurer of the Board shall be an elected Director on the Board of Directors who is selected by the members of the Board of Directors to serve a two-year term in accordance with policies and procedures that address Governance and Finance.

III-3f. At-large Directors shall be elected by the NvSCA Professional, Retired, and Student members held in accordance with NvSCA policies and procedures that address Governance and Nominations and Elections.

III-3g. Three Directors shall be elected by the NvSCA Professional, Retired, and Student members held in accordance with NvSCA policies and procedures that address Governance and Nominations and Elections.

III-3h. Directors shall not serve more than two terms consecutively on the Board of Directors.

III-3i. The term of office for any elected Director shall coincide with the Fiscal Year of NvSCA.

III-3j. Directors must be employed full-time for at least three years in Nevada as a school counselor, supervisor of school counselors, or counselor educator in a school counselor education program.

III-3k. Directors must hold a valid school counselor license issued by the Nevada Department of Education.

III-3l. Directors must be NvSCA and ASCA Professional Members.

III-3m. Directors and appointed representatives must adhere to the ASCA Ethical Standards for School Counselor Association Leaders, ASCA State School Counselor Association Policies and Procedures, and NvSCA policies & procedures.

#### ARTICLE III, SECTION 4. Nominations and Elections of Board of Directors.

III-4a. Three Directors shall be elected annually through a general election by NvSCA members held in accordance with NvSCA policies and procedures that address Nominations and Elections.

III-4b. Candidates must be employed full-time for at least three years in Nevada as a school counselor, supervisor of school counselors, or counselor educator in a school counselor education program on the due date for the submission of candidate applications.

III-4c. Candidates must have been practicing school counselors for at least three years on the due date for the submission of candidate applications.

III-4d. Candidates must hold a valid school counselor license by the Nevada Department of Education on the due date for the submission of candidate applications.

III-4e. Candidates must be NvSCA Professional Members and must have been ASCA Professional Members for at least the one year immediately preceding the due date for the submission of candidate applications.

- III-4f. Candidates for the Board of Directors shall meet additional qualifications required by NvSCA policies and procedures that address Nominations and Elections.
- III-4g. Candidates whose eligibility changes at any time during the election process must notify the Nominations and Elections Committee Chair.
- III-4h. The Nominations and Elections Committee shall conduct elections in accordance with NvSCA policies and procedures that address Nominations and Elections.
- III-4i. The Nominations and Elections Committee selects a slate of up to 12 eligible candidates and submits to the Board of Directors for approval.
- III-4j. Nominations and Elections guidelines shall be developed by the Nominations and Elections Committee and approved by the Board of Directors.
- III-4k. A violation of the Nomination and Election Policies shall subject candidates to possible invalidation of their eligibility as candidates. If a candidate is disqualified prior to an election, their name shall be removed from the ballot. If a candidate is disqualified during an election, 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 by appointment.
- III-4l. If any elected candidate should be unable to assume office by the beginning of NvSCA'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 by appointment.

#### ARTICLE III, SECTION 5. Meetings.

- III-5a. The Board of Directors shall meet at least quarterly, during the annual meeting, and at such other times as directed. Additional meetings may be called by the Chair of the Board or by simple majority vote of the Board. Meetings may be held in person, virtually, or through another platform designated by the Board of Directors.
- III-5b. Two-thirds of the members of the Board of Directors must be present to constitute a quorum.
- III-5c. Each member of the Board of Directors shall be entitled to one vote and must be in attendance to vote. 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 NvSCA Bylaws and policies and procedures that address Governance.
- III-5d. Board of Directors members are required to attend all Board of Directors meetings and other functions in accordance with NvSCA policies and procedures that address Governance.

#### ARTICLE III, SECTION 6. Vacancies.

- III-6a. In the event of a vacancy in the office of Chair of the Board, the Assistant Chair of the Board assumes the office of Chair of the Board.
- III-6b. In the event of a vacancy in the office of the Assistant Chair of the Board, the Board of Directors shall select an Assistant Chair of the Board to fill the unexpired term.
- III-6c. In the event of a vacancy in an office of a Director, the Board of Directors may fill the unexpired term, but is not required to fill the vacancy.

III-6d. The Board of Directors shall have the authority to fill any vacancy by appointment for which there are no other provisions.

ARTICLE III, SECTION 7. Removal from Office.

III-7a. 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 any charges and to make recommendations. This committee shall complete its assignment and submit a final report within 30 days after appointment.

III-7b. A Director 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.

ARTICLE III, SECTION 8. Compensation and Reimbursement of Expenses.

III-8a. Members of the NvSCA Board of Directors shall not receive any compensation for services, but their necessary expenses shall be paid in accordance with NvSCA policies and procedures that address Governance and Finance.

III-8b. Members of the NvSCA Board of Directors shall not benefit financially or materially from their service on the Board of Directors, in accordance with NvSCA policies and procedures that address Governance and Conflicts of Interest.

**ARTICLE IV: ADDITIONAL POSITIONS AND DUTIES**

ARTICLE IV, SECTION 1. Parliamentarian.

IV-1a. The Board of Directors shall appoint or select a Parliamentarian to serve a one-year Term and as a non-voting position.

IV-1b. A Parliamentarian shall perform appropriate duties as described in NvSCA's policies and procedures at board meetings and may be appointed for other official meetings.

IV-1c. The Parliamentarian shall serve as a member of the NvSCA Bylaws Review Committee.

ARTICLE IV, SECTION 2. Additional Appointments. The Board of Directors may appoint other non-voting positions as needed.

**ARTICLE V: OPERATIONAL STRUCTURE**

ARTICLE V, SECTION 1. Committees. Committees shall be formed, and committee chairpersons appointed by the Board of Directors to accomplish specific tasks within specific timeframes in accordance with NvSCA policies & procedures and at the request of the Board of Directors. 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 V, SECTION 2. Standing Committees. The standing committees shall be the Bylaws

Review Committee, the Nominations and Elections Committee, the Awards Committee, the Executive Committee, the Financial Committee, and the Professional Development Committee.

ARTICLE V, SECTION 3. Ad-hoc Committee(s). Ad-hoc committees may be created by the Board of Directors with the majority consent. These committees shall be created for a limited purpose and limited time.

#### **ARTICLE VI: BUSINESS AFFAIRS OF THE ASSOCIATION**

ARTICLE VI, SECTION 1. Fiscal Year. The fiscal year shall begin July 1 and end the following June 30.

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 organizations(s) as the Board of Directors shall determine to have purposes and activities most nearly consonant with those 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.

VI-3a. The annual meeting of the Association shall be held in conjunction with the NvSCA Conference or at a place designated by the Board of Directors. The meeting shall occur in person, virtually, or through another platform designated by the Board of Directors.

VI-3b. Association members in good standing shall be notified 30 days in advance of the annual meeting.

VI-3c. At any meeting of the general membership that is not in conjunction with the Annual Meeting, 50 Professional or Retired members of NvSCA in good standing and a majority of the Board of Directors members must be present to constitute a quorum.

#### **ARTICLE VII: INDEMNIFICATION**

ARTICLE VII, SECTION 1. The Association shall indemnify each member of the Board of Directors 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.

ARTICLE VII, 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 NvSCA'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 Directors 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 VII, 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 any and all rights to which any NvSCA 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 at the annual business meeting, majority vote at a general membership meeting as provided in this section.

VIII-1a. An amendment shall be proposed by the Board of Directors or by petition over the signature of not less than 25 Professional or Retired members of NvSCA in good standing. Petitions for Bylaws amendment must be submitted to the Board of Directors at least 45 days prior to the presentation for vote where Bylaws revisions will be considered. All proposed Bylaws amendments shall be reviewed by the Bylaws Review Committee.

VIII -1b. Copies of amendments proposed under the provision of the foregoing paragraph shall be distributed to the general membership not less than 15 days prior to the presentation for the vote where Bylaws revisions will be considered or, alternately, a ballot may be enclosed with the proposed amendments.

VIII -1c. In the event the attendance at the annual meeting or general membership meeting does not constitute a quorum, Bylaws amendments may be approved by electronic ballot or other means approved by the Board of Directors. In such a case, amendments shall be approved by a majority of ballots or votes received.

VIII -1d. Amendments originating during the annual meeting or a general membership meeting shall be discussed. If approved by the members in attendance at the annual meeting or a general membership meeting, amendments shall be submitted for 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 current NvSCA Professional, Retired, and Students members. Such proposed amendments shall be referred forthwith to the Bylaws Review Committee whose written recommendation shall accompany any such ballot. Amendments originating during the annual meeting or general membership meeting shall be approved by a majority of ballots or votes received.

VIII -1e. Bylaw amendments that affect Board service, such as terms or eligibility, shall not be applicable to Board members who are in office, newly elected or engaged in an election at the time the amendment is approved, unless the NvSCA membership explicitly approves applying the Bylaw amendments immediately.

ARTICLE VIII, SECTION 2. Publication. The Bylaws and the NvSCA policies & procedures shall be published in their entirety on the NvSCA website and shall be available to any member upon request.

**Dates of Revision(s):**

March 15, 2005

June 22, 2005

August 26, 2006

April 30, 2009

October 27, 2010

January 20, 2014

August 14, 2020

January 30, 2021

March 31, 2022