

RHODE ISLAND SCHOOL COUNSELOR ASSOCIATION

BUSINESS PLAN

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RISCA Business Plan

1. Executive Summary

1.0 Introduction to RISCA

Prelude

The Rhode Island School Counselor Association (RISCA) provides a systemic approach to K-12 school counseling. The focus of the organization is to promote excellence in professional school counseling by advocating for the role and programs of school counselors, and by demonstrating leadership in developing new and supportive services and programs for its members. RISCA strives to be the “voice” for school counselors, their students, and supporters of school counseling throughout the state of Rhode Island.

The Organization

RISCA, founded in 1999 as the Rhode Island School Counselor Association, is a state division of the American School Counselor Association (ASCA). The organization consists of officers, committees, standing committees, and various ad-hoc committees. All elected and appointed officers and chairpersons make up the Governing Board.

Services Offered

RISCA is a professional association that represents members of the counseling profession in the state of Rhode Island. RISCA members have the formal training and expertise needed to provide counseling services in such areas as school counseling, career counseling, college counseling, and counselor education and supervision.

Financial Considerations

The major source of annual revenue is from the collection of membership dues. In addition, revenue growth comes solely from efforts to increase the membership base.

Revenue from membership and other services will support legislative and marketing activities, and various conferences held throughout the year.

1.1 Objectives

1. Increase membership base to over 300 members during the 2007-2008 fiscal year.
2. Generate annual revenue to support activities to achieve stated results.

1.2 Mission

The mission of the Rhode Island School Counselor Association is to promote excellence in the profession of school counseling along with the development of all students.

1.3 Keys to Success

1. Make professional development opportunities available to all professional school counselors.

2. Develop and maintain strategic partnerships with other stakeholders to benefit professional counselors and their students.
3. Utilize public policy to create legislation that supports professional school counselors.
4. Disseminate relevant information to enhance RISCA members' level of skill and professional development.
5. Initiate and serve as agents of change in the Rhode Island educational environment.
6. Investigate incorporation of the association.
7. Investigate hiring a Director for RISCA. If this occurs, it would be stipulated that the Director would be responsible for writing grants to defray his/her remuneration.

2. Organization Summary

2.0 Organization Overview

RISCA's mission is to support and promote professional school counselors in grades kindergarten through grade twelve as well as post secondary education. Many school districts are working on developing a comprehensive, developmental K-12 school counseling program. Regardless of where they are in this process, there is a network of counselors all over the United States ready and eager to assist them in any way. Membership in RISCA (and ASCA) provides them with the benefit of having access to colleagues who have already accomplished these tasks.

2.1 Legal Entity

The Rhode Island School Counselor Association (RISCA) is a Rhode Island not-for-profit organization. RISCA received notice of its federal income tax exemption, section 501 (c) (3) of the Internal Revenue Code, on March 17, 2006 and is classified as a public charity. The effective date of the exemption was April 14, 2005. Contributions to RISCA are deductible under section 170 of the Code. RISCA is also qualified to receive tax deductible bequests, devises, and transfers or gifts under section 2055, 2106, or 2522 of the Code. ***RISCA is currently in an advance ruling period. This period will end on August 31, 2009. At that time RISCA will receive Form 8734, Support Schedule for Advance Ruling Period. RISCA will have 90 days after the end of the advance ruling period to return the completed form. Upon review, RISCA will be notified about its public charity status.***

2.2 Organization History

RISCA was founded in 1999 as the Rhode Island School Counselor Association. Past performance during the last two years can be summarized as follows:

	<i>Fiscal Year Ending 2006</i>	<i>Fiscal Year Ending 2007</i>
Beginning Bank Balance	9/01/05 \$8252.00	9/01/06 \$13251.25
Ending Bank Balance	8/31/06 \$13251.25	8/31/07 \$11167.89

RISCA Income & Expenditure Budget September 1—August 31

	<i>FY 2006-2007 (Budget)</i>	<i>FY 2007-2008 (Budget)</i>
Revenue		
Membership Dues	\$10750	\$12000
Conference Registrations	6500	7200
Summer Institute	4275	3200
Advertising	625	1400
Merchandise	600	1100
Total Revenue	\$22750	\$24900
Operating Expenses		
ASCA Silent Auction	100	110
ASCA Membership(s)	-0-	115
Bank Charges	25	-0-
Board Dinners	-0-	200
College Fair	-0-	150
Counselor's Week	200	400
Donations	300	200
Elections	-0-	200
Membership	350	200
Merchandise	1000	1000
Newsletter	2100	1200
Postage	350	200
Printing	500	500
Professional Fees	400	-0-
Sunshine	300	200
Supplies	250	100
Survey Report	-0-	1500
Web Page	500	1500
Fall Conference	175	425
Spring Conference	5500	6800
ASCA Conference	4000	3700
LDI Conference	2400	1600
Other Conferences	800	2100
Summer Institute	3500	2500
Total Operating Expenses	\$22750	\$24900

3. Services

3.0 Critical Areas of Support (Support Activities) & 3.1 General Results

RISCA support activities focus on the following areas that are critical to the success of a K-12 developmental school counseling program. The order does not indicate a priority, as all areas are considered critical. The general results expected in each area are also provided.

Areas Critical to Program Quality

<i>Area</i>	<i>Expected Results</i>
Comprehensive School Counseling Programs	Comprehensive school counseling programs are implemented in all Rhode Island school districts
Professional Development/ Technical Assistance	RISCA offers/supports/ promotes comprehensive and focused professional development and technical assistance opportunities for Rhode Island school counselors
Equity & Excellence	Equity and excellence issues are addressed as an integral part of a comprehensive school counseling program
Public Policy	Policies supportive of school counseling are developed and adopted at the district and state levels
Instructional Technology	The potential for using technology in support of K-12 school counseling is fully maximized

Areas Critical to Organizational Effectiveness

<i>Area</i>	<i>Expected Results</i>
Organizational Structure	RISCA membership and participation levels increase annually
	Investigation of pros & cons of incorporating association
Tax Exemption	Secure state of Rhode Island tax exemption
Counselor Recognition Program	Rhode Island Counselors are recognized for their professional contribution
Planning	A strategic and annual planning process is implemented
Data	School counseling programs in Rhode Island are data-driven
Director of RISCA	Investigate hiring a Director, who in-part would be responsible for securing their own remuneration. Funds to pay the Director would come from successfully written grants written by the Director.
Documentation	Critical documents required for the success of school counseling are produced by RISCA and school districts
Public Relations	A comprehensive public relations campaign promotes RISCA and its services
Payment	Investigate using Pay Pal to allow individuals to pay online

Areas Critical to Support for School Counseling

Area	Expected Results
Parent & Community Involvement	Efforts for parent and community involvement in academic, career and personal/social development of their children are increased
Strategic Partnerships	Strategic partnership with the Center for School Counseling Outcome Research at the University of Massachusetts
	Strategic partnerships are continued with Rhode Island post-secondary schools
	Strategic partnerships are formed with Rhode Island unions impacting K-12 school counseling
	Strategic partnership is continued with RIDE
	Strategic partnership is formed with Career & Technical Center Directors
	Student support services (e.g., school counselors, school social workers, special education staff) are organized to help students succeed

3.1 RISCA Toolkits

The RISCA strategic plan articulates the need for comprehensive school counseling programs as vital to student success and school reform. The RISCA Toolkits provide the means by which these results will be achieved. Training and templates for The RISCA Toolkits are available for free download at www.rischoolcounselor.org.

The RISCA Toolkits are listed below:

1. Toolkit 1 – Strategic & Annual Planning
2. Toolkit 2 – Essential Counseling Program
3. Toolkit 3 – School Counseling Data Management
4. Toolkit 4 – Professional Development Program
5. Toolkit 5 – Family & Community Engagement
6. Toolkit 6 – Program Implementation Management
7. Toolkit 7 – Personal Planning for Results
8. Toolkit 8 – Individual Learning Plans

3.2 Printed Collaterals

The Governing Board will develop, on an on-going basis, materials used to promote and communicate organizational goals, strategies, and action plans. In addition, an organizational brochure will continue to be made available to members explaining the professional benefits of membership.

4. Membership Analysis Summary

There are currently 291 RISCA members (2006-2007) with each member being designated Professional, Retired, Student, or Affiliate. The membership can be broken down into the following levels or categories:

- 254 Professional Members
- 23 Student Members
- 11 Retired Members
- 3 Affiliate Members

5. Reimbursement

1. Expenses incurred on official business of RISCA shall be requested by using the RISCA Request for Reimbursement Form. All expenditures must be justified with purpose, budget category, and receipts. These forms must be completed in a timely fashion and submitted to the Treasurer for reimbursement.
2. Allowable mileage for Board approved travel will be reimbursed at the IRS (2007) rate of **48.5 cents** per mile.
3. Allowable Board approved meal reimbursement will be **\$11.25 for breakfast, \$11.25 for lunch, and \$22.50 for dinner** (to be adopted by IRS on 10/01/07).
4. Members traveling on official RISCA business are strongly encouraged to track airfares in order to obtain the most reasonable fare. Room expenditures will be based upon a single room rate when available.
5. RISCA members will not be reimbursed for travel to and from official Governing Board meetings.

6. Organization By-Laws

ARTICLE 1: NAME, MISSION, AND PURPOSE

ARTICLE 1, SECTION 1. Name

The name of the Association shall be the Rhode Island School Counselor Association (RISCA). RISCA is a state division of the American School Counselor Association (ASCA) and is organized in accordance with the Articles and By-laws of ASCA.

ARTICLE I, SECTION 2. Mission.

The mission of the Rhode Island School Counselor Association is to promote excellence in the profession of school counseling and the development of all students.

ARTICLE 1, SECTION 3. Purpose.

The purpose of the Association shall be to represent school counseling from kindergarten to post-secondary education (K-16). This purpose may be accomplished through:

1-3a. Fostering a close personal and professional relationship among school counselors and with members of other professional organizations.

1-3b. Developing and distributing supportive information for the delivery of school counseling and career development programs.

1-3c. Serving as a central clearing agency for promoting research and disseminating information pertaining to school counselors in the state.

1-3d. Developing and promoting legislation and policy regarding the work of school counselors and educational programs.

1-3e. Upholding and encouraging continuous improvement in the standards for the education of school counselors.

1-3f. Promoting the on-going professional development of school counselors.

1-3g. Promoting the ethical standards of the American School Counselor Association for school counselors.

1-3h. Encouraging cooperation and collaboration with appropriate associations, agencies, and community groups regarding school counseling.

ARTICLE II: MEMBERSHIP

ARTICLE 11: SECTION 1. Types of Membership.

This Association shall include four types of membership, Professional, Retired, Student, and Affiliate.

ARTICLE 11, SECTION 2. Requirements of Membership.

In order to qualify for one of the four types of membership, the following requirements must be met for each category of membership being sought:

II-2a. Professional Membership: Professional members must hold a master's degree or higher in a counseling or 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 be a supervisor of school counselors; or be employed as a counselor educator in a post-secondary institution.

11-2b. Retired Membership. Retired members maintain all the privileges of professional membership.

11-2c. Student Membership. Students who meet the requirements for student membership in RISCA, having interests in the area of school counseling, may become Student members. Student members must be enrolled part or full time in a program leading to certification in school counseling. Proof of part or full-time enrollment status must be provided each membership year.

11-2d. Affiliate Membership. Individuals interested in counseling, not eligible for any other type of membership, may become Affiliate members.

ARTICLE 11, SECTION 3. Dues.

Dues shall be set by the Government Board for all categories of members.

ARTICLE II. SECTION 4. Rights and Privileges.

II-4a. Individuals holding Professional, Retired, Student, and Affiliate membership may vote on all matters coming before the Association. Only individuals holding Professional or Retired membership shall be eligible to hold elective office in the Association or serve as members of the ASCA Delegate Assembly.

II-4b. Individuals holding a Student membership may be appointed as a non-voting member of the Governing Board at the discretion of the Governing Board.

ARTICLE II, SECTION 5. Severance of Membership.

Association members may be dropped from membership for nonpayment of dues, revocation of license, credential or certification, or violations of the American School Counselor Association's Ethical Standards for School Counselors.

ARTICLE II, SECTION 6. Nondiscrimination.

The Rhode Island 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: DELEGATE ASSEMBLIES

ARTICLE III, SECTION 1. ASCA Delegate Assembly.

The President and the President-Elect or immediate Past President shall serve as delegates to the ASCA Delegate Assembly. Other delegates may be chosen from the members of the Governing Board. Delegates must be professional members of ASCA.

ARTICLE IV: OFFICERS AND GOVERNING BOARD

ARTICLE IV, SECTION 1. Officers.

The officers of the Association shall be the President, President-Elect, Immediate Past President, four level Vice-Presidents, four level Representatives, Treasurer, and Secretary, and shall constitute a thirteen (13) Member Executive Committee.

ARTICLE IV, SECTION 2. Election of Officers.

All officers of the Association, except for the Secretary and Treasurer, shall be elected at large from among eligible members of the Association.

ARTICLE IV, SECTION 3. Terms of Office

IV-3a. The term of the President is a one-year term.

IV-3b. The term of the President-Elect is a one-year term. The President-Elect shall automatically become President of the Association one year after the commencement of the term as President-Elect, or upon the death, resignation or other incapacity of the President. In the event a President-Elect shall resign or be unable to complete the term, or the President's unexpired term, the immediate Past President shall assume the position of President until the Governing Board appoints a qualified member to fill any such vacancy.

IV-3c. The immediate Past President shall serve for one year, following the expiration of the term as President.

IV-3d. The Secretary and Treasurer, with the approval of the Governing Board, shall be appointed by the President-Elect in the spring preceding the term of the Presidency, and shall serve a term concurrent with that individual's presidency. The immediate past Treasurer shall serve for one year, following the expiration of the term as Treasurer.

IV-3e. There shall be four (4) Representatives elected each year: elementary (including preschool), middle and/or junior high, secondary, and post-secondary. A representative elected shall be employed as a counselor in the work setting to be represented. Representatives shall be elected for a two-year term, ascending to the Vice-Presidency of that level the second year.

IV-3f. An elected officer shall not be a candidate for re-election to the same office.

IV-3g. The term of office for any elected officer shall coincide with the fiscal year of the Association (September 1 through August 31).

ARTICLE IV, SECTION 4. PARLIAMENTARIAN

IV-4a. The President shall appoint a Parliamentarian.

IV-4b. A Parliamentarian shall perform appropriate duties at Governing Board meetings, the Annual Meeting, and may be appointed to serve at other official meetings as determined by the President.

IV-4c. The business of the Association shall be conducted according to *Robert's Rules of Order*, except where otherwise specified in these by-laws

ARTICLE IV, SECTION 5. Nominations and Elections of Officers

IV-5a. To be eligible for any elective office, an individual must be a professional or retired member of RISCA.

IV-5b. During the Annual Meeting, the Nominations and Elections Committee shall issue a call to all members of the Association for the nomination of officers for the following year. Announcement of nomination procedures and appropriate forms will be published in *The Rhode Island School Counselor Association Newsletter*.

IV-5c. The Nominations and Elections Committee shall determine the eligibility of and select from the nominees for placement on the election ballot the names of no more than two candidates for President-Elect and each Representative position.

IV-5d. The four Representatives and the President-Elect shall be elected annually by a ballot mailed to all members. The ballots shall be counted by the members of the Nominations and Elections Committee. All individuals elected to office shall be notified by the Chairperson of the Nominations and Elections Committee of their selection.

IV-5e. If any officer elected should be unable to assume office by the beginning of the Association's fiscal year or to complete the term of that office, the second candidate shall be asked to assume that position. The Governing Board shall have the authority to fill any vacancy for which there are no other provisions.

ARTICLE IV, SECTION 6. Duties of Officers

IV-6a. The President shall serve as a delegate to the ASCA Delegate Assembly. The President shall perform the duties customary to that of the office and additional duties as directed by the Governing Board.

IV-6b. The President-Elect shall perform such duties as directed by the Governing Board and shall serve as a delegate to the ASCA Delegate Assembly. In the spring preceding the term of presidency, the President-Elect, with the approval of the Governing Board, shall appoint the standing committee chairs, the secretary, and the treasurer to serve a one-year term concurrent with that individual's presidency. The President-Elect shall serve on the Budget Committee. In the absence of the President, the President-Elect shall perform the duties of the President.

IV-6c. The Immediate Past President shall perform such duties as directed by the Governing Board and shall serve as a delegate to the RISCA Annual Meeting and ASCA Delegate Assembly.

IV-6d. The level Vice-Presidents and Representatives of the Association shall be responsible specifically for generating interest and activities within their representatives' elective setting. The level Representatives shall serve on the Nominations and Elections Committee and the Membership/Public Relations Committee.

IV-6e. The Secretary shall record official proceedings of the Governing Board, maintain the records of the Association, handle correspondence addressed to the Association, and perform such other duties as are incidental to this office.

IV-6f. The Treasurer shall receive all money belonging to the Association, keep an accounting of all receipts and expenditures, present in writing a financial report at each Governing Board meeting and, at the end of each fiscal year, chair and appoint members of the Budget Committee, and perform other duties as directed by the Governing Board.

IV-6g. The Immediate Past Treasurer shall serve as a resource for the Treasurer in matters concerning the duties of the office of Treasurer.

IV-6h. All officers shall be familiar with the responsibilities listed in these by-laws and in their respective job descriptions.

IV-6i. All officers shall submit a written report to the Governing Board at each meeting and shall submit a written annual report to the Governing Board at the last meeting of the fiscal year.

IV-6j. The President, Immediate Past President, and President-Elect must hold professional membership in ASCA.

ARTICLE V: COMMITTEES

ARTICLE V, SECTION 1. Committees

The committees of the Association shall consist of such standing and special committees as may be determined by the Executive Committee and those listed in these by-laws. The President-Elect, with the approval of the Governing Board, shall appoint the standing committee chairs in the spring, preceding the term of presidency to serve a one-year term concurrent with that individual's presidency. The President, with the approval of the Governing Board, shall appoint Ad Hoc committees to accomplish specific tasks within specific timeframes.

ARTICLE V, SECTION 2. Standing Committees

V-2a. By-laws and Ethics. The By-laws and Ethics Committee shall review the by-laws of the Association annually and make recommendations concerning revisions to the Executive Committee. In addition, this committee shall review the Ethical Standards of the Association annually and assist the membership in understanding ethical practices.

V-2b. Nominations and Elections. The Nominations and Elections Committee shall follow the guidelines for selecting officers of the Association in accordance with Article IV, Section 5 of these by-laws.

V-2c. Public Policy, Legislation, and Professional Relations. The Public Policy, Legislation, and Professional Relations Committee shall publicize and advocate the role, benefits and value of professional school counselors, shall maintain an updated legislative information base and provide the vehicle for affecting legislation affecting the Association and its membership. In addition, the Committee will establish liaison relationships with other professional organizations whose charge complements the efforts of the Association.

V-2d. Professional Development. The Professional Development Committee shall provide appropriate activities to advance the professional knowledge base of members regarding Comprehensive Developmental School Counseling programs, School-to-Career initiatives, Technology advances and other current trends and developments helpful to the membership.

V-2e. Membership/Public Relations. The Membership/Public Relations Committee shall organize and implement efforts to increase and retain the membership of the Association. The publication and distribution of The Rhode Island School Counselor Newsletter shall be the responsibility of this committee.

V-2f. Budget. The Budget Committee shall develop an initial operating budget for consideration, revision, and eventual adoption by the Governing Board, implement the operation of the budget by monitoring income and expenditures, and make fiscal recommendations to the Governing Board.

ARTICLE V, SECTION 3. Ad Hoc Committees.

Ad Hoc Committees may be appointed to address the goals of the Association, in response to ongoing planning, the critical needs of the membership, and to accomplish specific tasks within specific timeframes.

ARTICLE V, SECTION 4. Responsibilities of Committee Chairs.

V-4a. All committee chairs shall be familiar with the responsibilities listed in these by-laws and in their respective job description.

V-4b. All committee chairs shall report their progress in writing to the Governing Board at each meeting and shall submit a written annual report to the Governing Board at the last meeting of the fiscal year.

ARTICLE V, SECTION 5. Removal from Office.

Any committee chair may be removed from office, for cause, by a two-thirds majority vote of the Governing Board.

ARTICLE V, SECTION 6. Compensation and Expenses of Committee Chairs.

Committee Chairs shall not receive any compensation for services. Expenses incurred by committee chairs may be reimbursed as provided by the budget of the Association.

ARTICLE V, SECTION 6. Compensation and Expenses of Committee Chairs.

ARTICLE VI: GOVERNING BOARD

ARTICLE VI, SECTION 1. Composition of Governing Board

All elected and appointed officers and chairpersons will make up the Governing Board.

ARTICLE VI, SECTION 2. Powers and Functions of the Governing Board.

The Governing Board shall:

VI-2a. Establish policies to govern the affairs of the Association,

VI-2b. Formulate operational policies appropriate for executive action and direct the execution thereof.

VI-2c. Act on the reports of the officers and committee chairs.

VI-2d. Adopt and amend the by-laws.

VI-2e. Exercise such other powers and functions as may be necessary or desirable in the best interests of the Association, not in conflict with the by-laws.

VI-2f. Be responsible for identifying issues and establishing priorities pertinent to the Association.

VI-2g. Establish broad, long-term professional directions for the Association.

ARTICLE VI, SECTION 3. Meetings of the Governing Board.

VI-3a. The Governing Board shall meet a minimum of four (4) times per year.

VI-3b. The President of the Association shall preside at the meetings of the Governing Board and, in the President's absence; the President-Elect or immediate Past President shall preside.

ARTICLE VII. PUBLICATIONS.

VII-1a. The official publication of the Association shall be The Rhode Island School Counselor Association Newsletter and shall be published at least two times annually unless otherwise mandated by the Governing Board. The Governing Board shall decide upon any other publication of the Association.

VII-1b. The by-laws and the policies of RISCA shall be published in their entirety periodically and shall be available to any member upon request.

ARTICLE VIII: BUSINESS AFFAIRS OF THE ASSOCIATION.

ARTICLE VIII. SECTION 1. Fiscal Year.

The fiscal year shall be from September 1 and end on August 31.

ARTICLE VIII. SECTION 2. Nonprofit Status.

VIII-2a. This organization is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

VIII-2b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities to be carried on (a) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

VIII-2c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII. SECTION 3. 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 VIII. SECTION 4. Annual Meeting.

The President of the Association shall call an Annual Business meeting of the Association each year during the Rhode Island School Counselor Association Annual Meeting. The business meeting shall be posted and listed in the Annual Meeting Agenda.

ARTICLE VIII. SECTION 5. Quorum.

A majority of members of the Governing Board shall constitute a quorum at Governing Board meetings and at the Annual Meeting.

ARTICLE IX: CONFLICT OF INTEREST.

ARTICLE IX, SECTION 1. Purpose.

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (RISCA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE IX, SECTION 2. Definitions.

IX-2a. Interested Person. An officer or member of a committee with Governing Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

IX-2b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Association has a transaction or arrangement.
- A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the Association is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article XI, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE IX, SECTION 3. Procedures.

IX-3a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

IX-3b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

IX-3c. Procedures for Addressing the Conflict of Interest.

IX-3c. 1. An interested person may make a presentation at the Governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

IX-3c. 2. The chairperson of the Governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

IX-3c. 3. After exercising due diligence, the Governing Board or committee shall determine whether RISCA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

IX-3c. 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Rhode Island School Counselor Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

IX-3d. Instructions for Form 1023-2. Violations of the Conflicts of Interest Policy.

IX-3d. 1. If the Governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

IX-3d. 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE X : BY-LAWS.

ARTICLE X : SECTION 1. Amendment and Adoption.

These by-laws may be amended by a majority vote of the Governing Board as provided in this section.

X-1a. An amendment shall be proposed in writing to the By-laws Committee by the Governing Board or over the signatures of twenty members in good standing not less than thirty (30) days prior to any regularly scheduled meeting of the Governing Board.

X-1b. Copies of amendments proposed under the provision of the foregoing paragraph shall be mailed to members of the Governing Board not less than thirty (30) days prior to any meeting of the Governing Board.

By-laws Amended and Adopted 4/15/05
