

# Rhode Island School Counselor Association Bylaws

## ARTICLE I

### NAME, MISSION AND PURPOSE

#### Article I, 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 the American School Counselor Association (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 academic, career and personal/social development of all students.

#### Article I, 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:

**Article I, Section 3.a.** Fostering a close personal and professional relationship among school counselors and with members of other professional organizations.

**Article I, Section 3.b.** Developing and distributing supportive information for the delivery of school counseling and career development programs.

**Article I, Section 3.c.** Serving as a central clearing agency for promoting research and disseminating information pertaining to school counselors in the state.

**Article I, Section 3.d.** Developing and promoting legislation and policy regarding the work of school counselors and educational programs.

**Article I, Section 3.e.** Upholding and encouraging continuous improvement in the standards for the education of school counselors.

**Article I, Section 3.f.** Promoting the on-going professional development of school counselors.

**Article I, Section 3.g.** Promoting the ethical standards of the American School Counselor Association for school counselors.

**Article I, Section 3.h.** Encouraging cooperation and collaboration with appropriate associations, agencies and community groups regarding school counseling.

## ARTICLE II

### MEMBERSHIP

#### Article II, Section 1. Types of Membership

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

#### Article II, 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:

##### Article II, Section 2.a. 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 supervisor of school counselors; or be employed as a counselor educator in a post-secondary institution.

**Article II, Section 2.b. Retired Membership** Retired members maintain all the privileges of professional membership.

**Article II, Section 2.c. 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.

**Article II, Section 2.d. Affiliate Membership.** Affiliate Membership. Individuals interested in school counseling, not eligible for any other type of membership, may become Affiliate members.

### **Article II, Section 3. Dues**

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

### **Article II, Section 4. Rights and Privileges**

**Article II, Section 4.a.** Individuals holding Professional, Retired, Student and Affiliate membership may vote on all matters coming before the Association membership body. 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.

**Article II, Section 4.b.** Individuals holding 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 which 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 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 III, Section 2. Responsibilities of ASCA Delegates**

The President, President-elect and/or other Board members chosen as delegates to the ASCA Delegate Assembly will represent RISCA via approved Governing Board position statements as appropriate.

## **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 Governing Board.

#### **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**

**Article IV, Section 3.a.** The term of the President is a one-year term.

**Article IV, Section 3.b.** 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 un-expired term, the Immediate Past President shall assume the position of President until the Governing Board appoints a qualified member to fill any such vacancy.

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

**Article IV, Section 3.d.** The Secretary and Treasurer, with the approval of the Governing Board, shall be appointed by the President and serve at the pleasure of the present and succeeding presidents.

**Article IV, Section 3.e.** 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.

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

**Article IV, Section 3.g.** The term of office for any elected officer shall coincide with the fiscal year of the Association (September 1 – August 31).

#### **Article IV, Section 4. Parliamentarian**

**Article IV, Section 4.a.** The president shall appoint a Parliamentarian who will serve at the pleasure of the present and succeeding presidents.

**Article IV, Section 4.b.** 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.

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

#### **Article IV, Section 5. Nominations and Election of Officers**

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

**Article IV, Section 5.b.** During the Annual Meeting, the Nominations and Elections Committee shall issue a call to all members of the Association for the nomination of officers from the floor for the following year. Announcement of nomination procedures and appropriate forms will be published in the Fall/Winter issue of The Rhode Island School Counselor Association Newsletter and electronically via the RISCA list-serv and association web site – [www.rischoolcounselor.org](http://www.rischoolcounselor.org).

**Article IV, Section 5.c.** The Nominations and Elections Committee shall determine the eligibility of candidates.

**Article IV, Section 5.d.** 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.

**Article IV, Section 5.e.** 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 candidate with the next highest number of votes 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**

**Article IV, Section 6.a.** 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. In addition, the President is responsible for initiating the RISCA annual and strategic planning process and promote said strategic plan to stakeholders and Rhode Island school districts.

**Article IV, Section 6.b.** 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. In the absence of the President, the President-Elect shall perform the duties of the President.

**Article IV, Section 6.c.** The Immediate Past President shall perform such duties as directed by the Governing Board.

**Article IV, Section 6.d.** The level Vice-Presidents and Representatives of the Association shall be responsible specifically for generating interest and activities within their representative elective setting. The level Representatives shall serve on the Nominations and Elections Committee and the Membership Committee.

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

**Article IV, Section 6.f.** 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. In addition, the treasurer is responsible for updating the RISCA Business Plan in conjunction with members of the standing Budget Committee and meeting all annual reporting responsibilities of RISCA as a 501(c)(3) organization.

**Article IV, Section 6.g.** All officers shall be familiar with the responsibilities listed in these bylaws and in their respective job descriptions in the RISCA Roles and Responsibilities Handbook for Board Members and Committee Chairpersons.

**Article IV, Section 6.h.** All officers shall submit a written annual report to the Governing Board at the last meeting of the fiscal year.

**Article IV, Section 6.i.** 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 Governing Board and those listed in these bylaws. The President-Elect, with the approval of the Governing Board, shall appoint the standing committee chairs in the spring preceding the term of presidency. The President, with the approval of the Governing Board, shall appoint Ad Hoc committees to accomplish specific tasks within specific time frames.

#### **Article V, Section 2. Standing Committees**

**The Standing Committees shall be:**

**Article V, Section 2. a. Budget.** The Budget Committee shall develop an annual operating budget for consideration, revision, and adoption by the Governing Board, implement the operation of the budget by monitoring income and expenditures.

**Article V, Section 2.b. Bylaws and Ethics.** The Bylaws and Ethics Committee shall review the bylaws of the Association annually and make recommendations concerning revisions to the Governing Board. In addition, this committee shall review the American School Counselor Association Ethical Standards for School Counselors with the Governing Board and members as requested and assist the membership in understanding ethical practices.

**Article V, Section 2.c. Communications.** The Communications Committee shall be responsible for overseeing the RISCA newsletter and assist in maintaining current information on the RISCA web site ([www.rischoolcounselor.org](http://www.rischoolcounselor.org)). In addition, the Committee is responsible for soliciting and obtaining advertising funds for the financial maintenance of the newsletter, shall coordinate all public relations activities for the Association and shall develop public relations materials and programs as appropriate.

**Article V, Section 2.d. Data Collection, Analysis and Reporting.** The Data Collection, Analysis and Reporting Committee promotes the understanding and use of data and action research by RISCA and RI school counselors to inform and demonstrate the effectiveness of their comprehensive school guidance and counseling programs.

**Article V, Section 2.e. Finance.** The Finance Committee update the financial policy and business plan as needed, and suggest financial policy statements and make fiscal recommendations to the Governing Board.

**Article V, Section 2.f. Historical Records.** The Historical Records committee shall record and prepare a summary of the history of the Association for eventual archive.

**Article V, Section 2.g. Membership.** The Membership Committee shall organize and implement efforts to increase and retain the membership of the Association.

**Article V, Section 2.h. 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 bylaws.

**Article V, Section 2.i. Partnerships.** The Partnerships Committee shall develop and maintain strategic partnerships with regional, state and peer professional offices and organizations.

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

**Article V, Section 2.k. 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.

**Article V, Section 2.l. Recognitions and Awards.** The Recognitions and Awards Committee shall organize all annual and/or appropriate awards and recognitions.

**Article V, Section 2.m. Technology.** The Technology Committee shall be responsible for overseeing the management of the RISCA web site ([www.rischoolcounselor.org](http://www.rischoolcounselor.org)). In addition, the committee shall coordinate workshops exploring new technology and provide technology resources for school counselors.

### **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 and the critical needs of the membership, and to accomplish specific tasks within specific time frames.

### **Article V, Section 4. Responsibilities of Committee Chairs**

**Article V, Section 4.a.** All committee chairs shall be familiar with the responsibilities listed in these bylaws and in their respective job descriptions as outlined in the RISCA Roles and Responsibilities Handbook for Board Members and Committee Chairpersons.

**Article V, Section 4.b.** All committee chairs shall report their progress in writing to the Governing Board as requested 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 VI**

### **GOVERNING BOARD**

#### **Article VI, Section 1. Composition of Governing Board**

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

#### **Article VI, Section 2. Powers and Functions of the Governing Board**

The Governing Board shall:

**Article VI, Section 2.a.** Establish policies to govern the affairs of the Association.

**Article VI, Section 2.b.** Formulate operational policies appropriate for executive action and direct the execution thereof.

**Article VI, Section 2.c.** Act on the reports of the officers and committee chairs.

**Article VI, Section 2.d.** Adopt and amend the bylaws.

**Article VI, Section 2.e.** Exercise such other powers and functions as may be necessary or desirable in the best interests of the Association, not in conflict with the bylaws.

**Article VI, Section 2.f.** Be responsible for identifying issues and establishing priorities pertinent to the Association.

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

#### **Article VI, Section 3. Meetings of the Governing Board**

**Article VI, Section 3.a.** The Governing Board shall meet a minimum of four (4) times per year.

**Article VI, Section 3.b.** 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**

#### **Article VII, Section 1. Publications**

**Article VII, Section 1.a.** 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.

**Article VII, Section 1.b.** 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 begin on September 1 and end on August 31.

#### **Article VIII, Section 2. Non Profit Status**

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

**Article VIII, Section 2.b** 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 not permitted 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.

**Article VIII, Section 2.c** 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**

**Article IX, Section 2.a. 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.

**Article IX, Section 2.b. 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 Organization has a transaction or arrangement,
- A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the Organization 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**

### **Article IX, Section 3.a. 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.

### **Article IX, Section 3.b. 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.

### **Article IX, Section 3.c. Procedures for Addressing the Conflict of Interest**

**Article IX, Section 3.c.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.

**Article IX, Section 3.c.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.

**Article IX, Section 3.c.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.

**Article IX, Section 3.c.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.

### **Article IX, Section 3.d. Instructions for Form 1023 –2. Violations of the Conflicts of Interest Policy**

**Article IX, Section 3.d.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.

**Article IX, Section 3.d.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**

### **BUSINESS OF THE ASSOCIATION**

#### **Article X, Section 1. Strategic Plan**

The RISCA Governing Board will, as needed, review and update the RISCA Strategic Plan with the assistance of Standing Committee Chairpersons, as needed.

#### **Article X, Section 2. Business Plan**

The RISCA Governing Board, will, as needed review and update the RISCA Business Plan with the assistance of the Treasurer and the members of the Finance Standing Committee.

#### **Article X, Section 3. Roles and Responsibilities Handbook**

The RISCA Governing Board will, as needed, review and update the RISCA Roles and Responsibilities Handbook for Board Members and Committee Chairpersons with the assistance of Standing Committee Chairpersons, as needed.

#### **Article X, Section 4. Annual Conference Handbook**

The RISCA Governing Board will, as needed, review and update the RISCA Annual Conference Handbook with the assistance of the president-elect, members of the Professional Development Committee, the Nominations and Elections Committee and the Recognitions and Awards Committee and/or other Standing Committee members as needed.

## **ARTICLE XI**

### **BYLAWS**

#### **Article XI, Section 1. Amendment and Adoption**

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

**Article XI, Section 1.a.** An amendment shall be proposed in writing to the Bylaws Committee by the Governing Board or over the signatures of twenty members in good standing not less than thirty days prior to any regularly scheduled meeting of the Governing Board.

**Article XI, Section 1.b.** Copies of amendments proposed under the provision of the foregoing paragraph shall be provided to members of the Governing Board not less than thirty (30) days prior to any meeting of the Governing Board.

**Approved and Amended on January 12, 2012**