



# Florida School Counselor Association Bylaws

Approved by the FSCA Governing Board August 12, 2006  
Revised by the FSCA Delegate Assembly April 13, 2008  
Revised by the FSCA Delegate Assembly November 5, 2011

## ARTICLE I: NAME AND MISSION

**ARTICLE I, SECTION 1.** The name of the Association shall be the Florida School Counselor Association (FSCA). FSCA is organized in accordance with its Articles of Incorporation and Bylaws. FSCA is a chartered state division of the American School Counselor Association (ASCA.)

**ARTICLE I, SECTION 2.** FSCA is the foundation that expands the image and influence of professional school counselors in the state of Florida. FSCA empowers professional school counselors with the knowledge, skills, connections, and resources to promote student success in the school, the home, the community, and the world. The mission of FSCA shall be to represent professional school counselors and to promote professionalism and ethical practices among Florida school counselors.

## ARTICLE II: MEMBERSHIP

**ARTICLE II, SECTION 1. Types of Membership.** This Association shall include five types of membership: Professional, Retired, Student, Affiliate and Allied.

### **ARTICLE II, SECTION 2. Requirements of Membership.**

**II-2a.** Professional Members are school counseling professionals who hold a masters degree or higher in counseling or the substantial equivalent and meet the requirements set forth in FSCA policies that address membership.

**II-2b.** Retired Members are school counseling professionals or professional members in retirement who meet the requirements set forth in FSCA policies that address membership.

**II-2c.** Student Members are master's degree students who meet the requirements set forth in FSCA policies that address membership.

**II-2d.** Affiliate Membership is available to individuals interested in counseling, not eligible for any other type of membership, as set forth in FSCA policies that address membership.

**II-2e.** Allied Membership is available to corporations or businesses interested in supporting the goals of FSCA as set forth in FSCA policies that address membership.

**ARTICLE II, SECTION 3. Dues.** Dues for all categories of membership shall be established in accordance with FSCA policies that address membership with final approval of the Delegate Assembly.

**ARTICLE II, SECTION 4. Severance of Membership.** Association members may be dropped from membership for nonpayment of dues, violation of FSCA's adopted Ethical Standards for School Counselors, or revocation of license or credential or for other reasons deemed by the Governing Board to be in the best interest of FSCA, following procedures described in FSCA policies that address membership.

**ARTICLE II, SECTION 5. Nondiscrimination.** The Florida School Counselor Association does not knowingly engage in or support activities that discriminate on any basis as addressed in ASCA's Ethical Standards for School Counselors or ACA's Code of Ethics.

## **ARTICLE III: FSCA OFFICERS AND GOVERNING BOARD**

### **ARTICLE III, SECTION 1. Officers.**

**III-1a.** The officers of FSCA shall be those dually elected to the positions of President, Immediate Past President, President Elect, Vice-Presidents for Elementary, Middle, High School, Post-Secondary, and District Level Supervisor for School Counseling, and each of five state regions.

**III-1b.** A paid administrator/executive director may serve on an ex officio basis at such time the Governing Board (see Article III, Section 3) deems appropriate.

**III-1c.** FSCA presidents, president-elects, and all elected officers must be members of ASCA.

**III-1d.** The Governing Board may invite a student member to participate on an ex-officio basis.

### **ARTICLE III, SECTION 2. Powers and Functions.**

**III-2a.** The Governing Board shall conduct the governance of FSCA but shall not take any action contrary to bylaw adopted by the Delegate Assembly. The President is the chair of the Governing Board.

**III-2b.** The Governing Board has the authority to create policies to carry out the mission of FSCA.

**ARTICLE III, SECTION 3. Governing Board Members and Terms of Office.**

**III-3a.** The voting members of the Governing Board of FSCA shall consist of the President, Immediate Past President, President Elect, Vice-Presidents for Elementary, Middle, High School, Post-Secondary, and District Level Supervisor for School Counseling, and each of five state regions.

**III-3b.** All Governing Board members shall be Professional or Retired members in good standing.

**III-3c.** The President Elect shall be elected by the general membership to serve one year as President Elect, one year as President and one year as Immediate Past President.

**III-3d.** Vice Presidents shall be elected by the general membership to serve a two-year term.

**III-3e.** Current officers may only hold the same office for two consecutive terms.

**III-3i.** The term of office for any elected officer shall be July 1 through June 30.

**ARTICLE III, SECTION 4. Nominations and Elections of Governing Board Members.**

**III-4a.** The President-Elect is elected annually.

**III-4b.** The Vice Presidents for Elementary, Middle, District Level Supervisor for School Counseling and Regions 2 and 4 shall be elected in even numbered years by ballot and begin office in July 1 of the subsequent year. The Vice Presidents for High School, Post-Secondary Regions 1, 3, and 5 shall be elected in odd numbered years by ballot and begin office in July 1 of the subsequent year.

**III-4c.** To be eligible for any elective office, a member must be a Professional or Retired member of FSCA in good standing.

**III-4d.** The Nominations and Elections Committee shall conduct elections according to FSCA policies that address nominations and elections.

**III -4e.** Nominations and Elections guidelines shall be developed by the Nominations and Elections Committee and approved by the Governing Board.

**III -4e.** If any elected candidate should be unable to assume office by the beginning of FSCA'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 are able to or agree 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 FSCA in accordance with FSCA policies that address governance.

**III -5b.** The President-Elect shall serve as the presiding officer in the President's absence in accordance with FSCA policies that address governance.

**III -5c.** The Immediate Past President, Vice Presidents and other elected shall serve in accordance with FSCA policies that address governance.

**III -5d.** The President, Past-President, and President-Elect shall constitute the Executive Council of the Governing Board. In the event that decisions must be made between Governing Board meetings, the Executive Council shall make decisions and take action according to the FSCA policies. Such actions will be reported and approved by the Governing Board at its subsequent meeting.

### **ARTICLE III, SECTION 6. Meetings.**

**III -6a.** The Governing Board shall meet at least once each year. Meetings of the Governing Board may be called by the President or by majority vote of the Board.

**III -6b.** 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 that require a greater majority, as defined in these Bylaws and FSCA policies that address governance.

**III -6c.** Two-thirds of the members of the Governing Board must be present to constitute a quorum.

**III -6d.** Governing Board members are required to attend all Governing Board meetings and other functions in accordance with FSCA policies that address governance.

**III -6e.** By prior arrangement, Governing Board members may participate, including voting, using electronic technology during meetings called by the President or Governing Board according to FSCA policies.

### **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 for the remainder of the unfilled term and the full term of the President Elect's President term (a total of up to two years.) If the President-Elect cannot or will not assume the President's office early, the Immediate Past President will assume the role of President until the Governing Board fills the vacancy by

appointment or by calling a special election of the general membership per Governing Board vote.

**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 fills the vacancy by appointment or by calling a special election of the general membership per Governing Board vote. In the event of a vacancy in the office of President-Elect who is not serving a President's unexpired term, the Governing Board shall fill the vacancy by calling a special election of the general membership and the new President-Elect shall serve as President upon completion of the unexpired term.

**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 chair of the Nominations and Elections Committee and the Past President position shall be vacant for the remainder of the unexpired term.

**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.**

**III -9a.** None of the Governing Board members of FSCA shall receive any compensation for services, but their necessary expenses shall be paid in accordance with FSCA policies that address governance and finance.

**III -9 b.** The Governing Board may propose a budget that includes salaries for consultants to perform identified tasks for the organization that may include administration, secretarial, clerical, or other tasks that the Governing Board seeks outside expertise to fulfill.

**ARTICLE IV: DELEGATE ASSEMBLY**

**ARTICLE IV, SECTION 1.** Composition and Selection of the Delegate Assembly. The Delegate Assembly shall be composed of voting members of the Governing Board of FSCA, standing committee chairs as named in the By-Laws and those regular committees

named in policies at the time of a call for Delegate Assembly, and delegates of any regions, divisions or chapters as described in FSCA policies that address delegate representation.

**ARTICLE IV, SECTION 2. Functions of the Delegate Assembly.**

The Delegate Assembly shall be the highest legislative body of FSCA.

**IV-2a.** The Delegate Assembly shall identify and present current issues, trends and concerns that affect or may affect professional school counselors and their students;

**IV-2b.** The Delegate Assembly shall act on recommendations from the Governing Board, committees and task forces;

**IV-2c.** The Delegate Assembly shall grant or deny applications for the formation of new Divisions or regional associations;

**IV-2d.** The Delegate Assembly shall exercise such other functions as may be in the best interest of FSCA, not in conflict with the Bylaws.

**ARTICLE IV, SECTION 3. Meetings of the Delegate Assembly.**

**IV-3a.** The Delegate Assembly shall meet annually in conjunction with the FSCA annual conference. Additional meetings may be called by majority vote of the Delegate Assembly or the Governing Board.

**IV-3b.** Two-thirds of the members of the Delegate Assembly must be present to constitute a quorum.

**IV-3c.** Each member of the Delegate Assembly shall have one vote. Decisions of the Delegate Assembly shall be made by a simple majority vote except in cases involving issues that require a greater majority, as defined in these Bylaws and FSCA policies that address governance.

**IV-3d.** Meetings of the Delegate Assembly shall be conducted in accordance with standing rules adopted by the Delegates.

**ARTICLE V: APPOINTED POSITIONS AND DUTIES**

**ARTICLE V. SECTION 1** Representative to the ASCA Delegate Assembly

**V-1a.** FSCA's representative(s) to the ASCA Delegate Assembly shall attend and participate in ASCA Delegate Assembly meetings at the discretion of the FSCA Governing Board.

**V-1b.** The FSCA representative(s) to the ASCA Delegate Assembly is normally the President, President Elect and/or Past-President as well as other delegates and alternates selected by the FSCA Governing Board.

**ARTICLE V, SECTION 2. Representative to Committees and Boards**

**V-2a.** The President or the President's designee shall represent FSCA on committees or boards of affiliate or partnership groups and organizations.

**ARTICLE V, SECTION 3. Parliamentarian.**

**V-3a.** The President shall appoint Parliamentarian.

**V-3b.** A Parliamentarian shall perform appropriate duties at Delegate Assembly and may be appointed for other official meetings.

**ARTICLE VI: OPERATIONAL STRUCTURE**

**ARTICLE VI, SECTION 1. Committees.** FSCA's committees shall be appointed by the President to accomplish specific tasks within specific time frames. These shall be identified as those which are required to accomplish the mission and operations of FSCA.

**ARTICLE VI, SECTION 2. Standing Committees.** The standing committees shall be:

**VI-2a. Bylaws.** The Bylaws Committee annually reviews the Bylaws, makes recommendations to the Governing Board for changes, and performs other duties in accordance with the FSCA policies. FSCA's Bylaws shall be reviewed annually and revised as needed.

**VI-2b. Membership.** The Membership Committee develops policies and procedures for recruiting, maintaining and managing membership for approval by the Governing Board and performs other duties in accordance with the FSCA Policies.

**VI-2c. Nominations and Elections.** The Nominations and Elections Committee develops policies for approval by the Governing Board, conducts elections, and performs other duties in accordance with FSCA policies.

**VI-2d. Financial Affairs.** The Financial Affairs Committee develops policies and procedures and a yearly budget for approval by the Governing Board, and performs other duties in accordance with the FSCA policies.

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

**ARTICLE VII, SECTION 1.** Fiscal Year. The fiscal year shall begin July 1 through June 30.

**ARTICLE VII, SECTION 2.** Property of the Association. In the event the Association should be dissolved, none of its property shall be distributed to any of the members. Instead, all of its property shall be transferred to such organizations(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 VII, SECTION 3.** Annual Meeting. The President of FSCA may call an annual business meeting of the Association in conjunction with the FSCA Conference.

## **ARTICLE VIII: INDEMNIFICATION**

**ARTICLE VIII, SECTION 1.** The Association shall indemnify each member of the Governing Board 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 VIII, SECTION 2.** The Association shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceedings, or an appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided that he or she acted in good faith for the purpose which he or she reasonably believed to be in FSCA'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 Governing Board acting (1) by quorum consisting of Governing Board 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 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 VIII, SECTION 3.** 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 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 FSCA member or officer might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.

## **ARTICLE IX: AMENDMENT OF BYLAWS**

**ARTICLE IX, SECTION 1.** These Bylaws may be amended by majority vote of the Delegate Assembly as provided in this section.

**IX-1a.** An amendment shall be proposed in writing to the Governing Board by the Bylaws Committee or over the signature of not less than 5 members in good standing not less than 90 days prior to the first session of the annual meeting of the Delegate Assembly.

**IX-1b.** Copies of amendments proposed under the provision of the foregoing paragraph shall be mailed to members of the Delegate Assembly and/or appear in the appropriate newsletter not less than 14 days prior to the first session of the annual meeting of the Delegate Assembly.

**IX-1c.** Amendments originating during the Delegate Assembly shall be discussed and finalized in new business and if approved by the Delegate Assembly shall be submitted for mail ballot. Such proposed amendments shall be sent no less than (30) days, nor more than (90) days, following the date of presentation for a vote by the FSCA Delegate Assembly members before whom the amendment was originated. Such proposed amendment shall be referred forthwith to the Bylaws Committee whose written recommendation shall accompany any such mail ballot.

**ARTICLE IX, SECTION 2. Publication.** The Bylaws and the Policies of FSCA shall be published in their entirety periodically and shall be available to any member upon request.

NOTE: As confirmed by the Delegate Assembly on March 5, 2008, any reference to “mail ballots” in FSCA By-Laws and policies are intended as postal, email or other electronic means of balloting.