



Bylaws

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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 expands the image and influence of professional school counselors in the state of Florida. FSCA empowers professional school counselors with the knowledge, skills, linkages and resources to promote equity, access to high quality education and overall student success in the school. 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 four types of membership: Professional, Retired, Student, and Affiliate.

ARTICLE II, SECTION 2. Requirements of Membership.

II-2a. Professional Members are school counseling professionals who hold a Master's degree or higher in counseling, or the substantial equivalent, and are employed as school counselors, supervisors of school counselors, or professors of counseling in a graduate program that prepares school counselors.

II-2b. Retired Members are school counseling professionals or professional members in retirement.

II-2c. Student Members are master's degree students enrolled in a program that prepares school counselors.

II-2d. Affiliate Membership is available to individuals interested in school counseling, not eligible for any other type of membership.

Article II, SECTION 3. Rights and Privileges. All members shall receive the rights and privileges accorded their membership categories as set forth in FSCA policies and procedures that address Membership.

ARTICLE II, SECTION 4. 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 5. Severance of Membership. Association members who do not renew their membership before their membership expiration date will no longer be considered members of FSCA. Membership may be revoked for revocation of license or credential or for violation of FSCA Ethical Standards, following procedures described in ASCA policies and procedures that address Membership.

ARTICLE II, SECTION 6. 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 CHAPTER

ARTICLE III, SECTION 1. FSCA Chapter. Any group of Association members residing or working within a particular Florida district or region, may apply to become a FSCA Chapter, provided that the group consists of at least 10 FSCA members.

ARTICLE III, SECTION 2. Chapter Formation. FSCA Chapters are created with certain benefits and responsibilities as described in the FSCA policies and procedures that address Chapters.

ARTICLE III: FSCA OFFICERS AND BOARD OF DIRECTORS

ARTICLE III, SECTION 1. Officers.

III-1a. The officers of FSCA shall be the Chief Governance Officer (Chair of the Board) and Assistant Chief Governance Officer (Assistant Chair of the Board).

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

III-1c. FSCA Board of Directors and Board officers must be members of FSCA and ASCA.

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

ARTICLE III, SECTION 2. Powers and Functions.

III-2a. The Board of Directors shall conduct the governance of FSCA but shall not take any action contrary to bylaw adopted by the Delegate Assembly. The Chief governance Officer is the Chair of the Governing Board.

III-2b. The Board of Directors 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 Board of Directors shall consist of 13 at-large Directors.

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

III-3c. 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-3d. 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 3e. At-large Directors shall be elected by the FSCA membership to serve a three-year term to take actions or to make decisions on behalf of the members in accordance with FSCA policies and procedures that address Governance.

III-3e. Directors may only serve 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 Directors shall be elected annually in accordance with FSCA Policies and procedures that address Nominations and Elections.

III-4b. Directors shall be elected in staggered terms with no more than five Directors elected in any single year. The rotation shall be established by FSCA Policies and procedures and a transition plan be established from prior officer terms.

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 Board of Directors.

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 Board of Directors shall fill the vacancy.

ARTICLE III, SECTION 5. Duties of Governing Board Members

III -5a. The Chair, Assistant Chair, and Immediate past Chair shall constitute the Executive Council of the Board of Directors. In the event that decisions must be made between Board of Directors meetings, the Executive Council shall make decisions and take action according to the FSCA policies. Such actions will be reported and approved by the Board of Directors at its subsequent meeting.

ARTICLE III, SECTION 6. Meetings.

III -6a. The Board of Directors shall meet at least once each year. Such meetings may be held in person or via telephone conference call or other electronic medium in which all individuals can hear one another. Meetings of the Board of Directors may be called by the Chair of the Board or by majority vote of the Board.

III -6b. Each member of the Board of Directors shall have one vote. Decisions of the Directors 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 (9 of the 13) of the Board of Directors must be present to constitute a quorum.

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

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

ARTICLE III, SECTION 7. Vacancies.

III -7a. 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 -7b 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 -7c. In the event of a vacancy in the office of the Immediate Past Chair, the most recent Past Chair remaining on the Board may be asked to complete the unexpired term. If no such Past-Chair is available to fill the vacancy, the Governing Board shall appoint a chair of the Nominations and Elections Committee and the Immediate Past Chair position shall be vacant for the remainder of the unexpired term.

III -7d. 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 -7e. The Board of Directors 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 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 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. Members of the FSCA Board of Directors shall not 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. Members of the FSCA Board of Directors shall not benefit financially or materially from their service on the Board of Directors, in accordance with FSCA policies and procedures that address Governance and Conflicts of Interest.

III-9 c. 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.

IV- 1a. The Delegate Assembly shall be composed of voting members of the FSCA Board of Directors, 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 polices that address Delegate Representation.

IV – 1b. All Delegates must be current Professional or Retired members of FSCA.

ARTICLE IV, SECTION 2. Functions of the Delegate Assembly. The Delegate Assembly shall be the highest legislative body of FSCA and represents the FSCA membership.

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 and the Ends policies of FSCA;

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

IV -2c. The Delegate Assembly shall approve any revisions to the FSCA Bylaws.

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 convention. Additional meetings may be called by majority vote of the Delegate Assembly or the Board of Directors.

IV-3b. Two-thirds of the members of the Delegate Assembly must be present to constitute a quorum. The members of the Delegate Assembly shall be named no later than seven (7) days in advanced of the meeting.

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 shall consist of members of the FSCA Governing Board or any designate as appointed by the FSCA Board should they not be able to attend.

ARTICLE V, SECTION 2. Representative to Committees and Boards

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

ARTICLE V, SECTION 3. Parliamentarian.

V-3a. The Board of Directors shall appoint Parliamentarian.

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

V-3c. Additional Appointments. The Board of Directors may appoint other positions as needed.

ARTICLE VI: OPERATIONAL STRUCTURE

ARTICLE VI, SECTION 1. Committees. FSCA's committees shall be appointed by the Board of Directors 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. 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 VI, SECTION 2. Standing Committees. The standing committees shall be:

VI-2a. Bylaws. The Bylaws Committee annually reviews the Bylaws, makes recommendations to the Board of Directors for changes, and performs other duties in accordance with the FSCA policies. FSCA's Bylaws shall be reviewed annually and revised as needed. The Committee reviews all proposed amendments and makes recommendations. The Bylaws Committee is appointed by the Board of Directors.

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 Board of Directors, conducts elections, and performs other duties in

accordance with FSCA policies and procedures that address Nominations and Elections. The Nominations and Elections Committee is appointed by the Board of Directors.

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.

VII – 3 a. The Delegate Assembly shall constitute the annual business meeting of the Association.

VII - 3 b. The Chair of FSCA's Governing Board may call an annual business meeting of the Association in conjunction with the FSCA Conference or at other times during the year. Delegate assembly meetings may be held in person or via telephone conference call or other electronic medium in which all individuals can hear one another.

VIII-3c. At any meeting of the general membership that is not a meeting of the Delegate Assembly, 50 Professional or Retired members of FSCA in good standing and a majority of the Board of Directors members must be present to constitute a quorum.

ARTICLE VIII: INDEMNIFICATION

ARTICLE VIII, 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 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 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 VIII, 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 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 or general membership meeting as provided in this section.

IX-1a. An amendment shall be proposed in writing to the Board of Directors 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 or a general membership meeting where Bylaws revisions will be considered

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

IX-1c. 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-1d Amendments originating during the Delegate Assembly or a general membership meeting shall be discussed and if approved by the Delegate Assembly or members in attendance of a general membership meeting shall be submitted for mail ballot, electronic ballot or other means approved by the Board of Directors. 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 or members in attendance of a general membership meeting 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. Amendments originating during a Delegate Assembly or general membership meeting shall be approved by a majority of ballots or votes received.

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.

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

Revised and approved by FSCA Delegate Assembly November 1, 2013