



# BYLAWS

## PALMETTO STATE SCHOOL COUNSELOR ASSOCIATION

*Approved January 20, 2024*

### **ARTICLE I: NAME AND MISSION**

ARTICLE I. SECTION 1. The name of the association shall be the Palmetto State School Counselor Association (PSSCA).

ARTICLE I. SECTION 2. Affiliation – The Palmetto State School Counselor Association (PSSCA) is the chartered state division of the American School Counselor Association (ASCA).

ARTICLE I. SECTION 3. Mission Statement

The mission of PSSCA is to advance the profession of school counseling.

ARTICLE I. SECTION 4- Limitations

This educational association shall be nonpartisan, nonprofit, and nonsectarian in its purpose and activities.

### **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.

II-2a. Professional Membership. School counseling professionals who hold a master's degree or higher in school 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 are eligible for Professional membership.

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

II-2c. Student Membership. Students enrolled in a master's level program or a substantial equivalent that prepares school counselors are eligible for Student membership.

II-2d. Affiliate Membership. Individuals advocating for school counseling, who are not eligible for any other type of membership, are eligible for Affiliate membership.

#### ARTICLE II. SECTION 3. Dues.

Dues for all categories of membership shall be established in accordance with PSSCA policies and procedures that address membership.

#### ARTICLE II. SECTION 4. Rights and Privileges.

All members shall receive the rights and privileges accorded their membership categories as set forth in PSSCA policies and procedures that address membership.

#### 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 PSSCA. Membership may be revoked for revocation of license or credential by SCDE or for violation of ASCA Ethical Standards, following procedures described in PSSCA policies and procedures that address membership.

#### ARTICLE II. SECTION 6. Nondiscrimination.

The Palmetto State School Counselor Association does not knowingly engage in or support activities that discriminate on any basis as addressed in federal guidelines and ASCA's Ethical Standards for School Counselors or Ethics Standards for School Counselor Association Leaders.

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

#### ARTICLE III. SECTION 1. Officers.

The officers of PSSCA shall be the Chair of the Board and Vice Chair of the Board.

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

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

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

#### ARTICLE III. SECTION 3. Board of Directors.

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

III-3b. The Chair of the Board shall be an elected Director on the Board of Directors who is selected by the members of the Board of Directors to serve a one-year term as the Chair of the Board, in accordance with policies and procedures that address Governance. They must have served at least one year on the Board of Directors.

III-3c. The Vice 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. They must have served at least one year on the Board of Directors.

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

III-3e. Three Directors shall be elected by the PSSCA membership each year.

III-3f. Directors shall not serve more than two consecutive terms on the Board of Directors. Directors shall have a life-time three-term limit.

III-3g. The term of office for any elected Director shall begin July 1 of each year.

III-3h. Directors must be employed in school counseling in a school, school district or state department of Education or as faculty in a school counselor education program.

III-3i. Directors must hold a valid school counselor license or certificate issued by a state department of education or equivalent state or federal agency.

III-3j. Directors must be PSSCA Professional Members.

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

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

III-4b. Candidates must be employed in school counseling in a school, school district or state department of education as faculty in a school counselor education program on the due date for the submission of candidate applications.

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

III-4d. Candidates must hold a valid school counselor license or certificate issued by a state department of education or equivalent state or federal agency on the due date for the submission of candidate applications.

III-4e. Candidates must be PSSCA Professional Members for two (2) years and a current ASCA Professional member.

III-4f. Directors are required to complete and/or maintain any required training as outlined in PSSCA Policies.

III-4g. Candidates for the Board of Directors shall meet additional qualifications required by PSSCA policies and procedures that address Nominations and Elections.

III-4h. The candidates with the most votes will be elected.

III-4i. If any elected candidate should be unable to assume office by the beginning of their term, the candidate with the next highest number of votes in the election shall be asked to serve in the vacant position. If none of the candidates agrees to serve or if there is not a full slate, the Board of Directors shall fill the vacancy.

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

III-5a. The Board of Directors shall meet at least twice 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-5b. Two-thirds of the members of the Board of Directors must be present to constitute a quorum.

III-5c. Each member of the Board of Directors shall have one vote. Decisions of the Board of Directors shall be made by a simple majority vote except in cases involving issues that require a greater majority, as defined in PSSCA Bylaws and policies and procedures that address Governance.

III-5d. Board of Directors members are required to attend all Board of Directors meetings and other functions in accordance with PSSCA policies and procedures that address Governance.

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

III-6a. In the event of a vacancy in the office of Chair of the Board of Directors, the Vice Chair of the Board assumes the office of Chair of the Board of Directors.

III-6b. In the event of a vacancy in the office of the Vice Chair of the Board of Directors, the Board of Directors shall select a Vice Chair of the Board of Directors to fill the unexpired term.

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

ARTICLE III. SECTION 7. Removal from Office.

III-7a. A member of the Board of Directors may be removed from office, for cause, by a two-thirds majority vote of the Board of Directors. At the discretion of the Board of Directors, a due process committee may be appointed to review any charges and to make recommendations. This committee shall complete its assignment and submit a final report within 30 days after appointment.

III-7b. A Board Member who becomes ineligible to serve on the Board shall be allowed three months to regain eligibility. If a Board Member is ineligible to serve on the Board for three months, the Board Member shall be asked to resign. Board members who know they cannot or will not regain eligibility within three months shall be asked to resign immediately upon becoming ineligible.

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

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

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

**ARTICLE IV: ADDITIONAL POSITIONS AND DUTIES**

ARTICLE IV, SECTION 1. Corporate Treasurer.

IV-1a. The Board of the Directors shall appoint a Treasurer of the Corporation.

IV-1b. The Treasurer of the Corporation shall maintain PSSCA’s records, administer the affairs of the Association, including financial affairs, and perform such other duties as are incidental to this office, in accordance with ASCA’s mission and vision, subject to the provisions of its Bylaws and policies and procedures adopted by the Board of Directors.

ARTICLE IV, SECTION 2. Parliamentarian.

IV-2a. The Board of Directors shall appoint a Parliamentarian to serve a one-year term.

IV-2b. A Parliamentarian shall perform appropriate duties at board meetings and may be appointed for other official meetings.

ARTICLE IV, SECTION 3. Additional Appointments.

IV-3a. The Board of Directors may appoint other positions as needed.

**ARTICLE V: OPERATIONAL STRUCTURE**

ARTICLE V, SECTION 1. Committees.

PSSCA's committees shall be appointed to accomplish specific tasks within specific timeframes. If membership on a committee includes individuals who are not members of the Board of Directors, that committee shall function only as an advisory committee and shall not conduct any function reserved for the Board.

ARTICLE V, SECTION 2. Standing Committees.

The standing committees shall be the PSSCA Bylaws Committee, the Diversity, Equity, Inclusion (DEI) Committee, and Nominations & Elections Committee.

V-2a. Bylaws Committee. The PSSCA Bylaws Committee annually reviews the PSSCA Bylaws and makes recommendations to the Board of Directors. The PSSCA Bylaws Committee also reviews all proposed amendments to the PSSCA Bylaws and makes recommendations to the Board of Directors. The PSSCA Bylaws Committee is appointed by the Board of Directors.

V-2b. Diversity, Equity, and Inclusion (DEI) Committee. The PSSCA DEI Committee will review PSSCA Bylaws, policies, and association practices and make recommendations to the Board of Directors. The PSSCA DEI Committee is appointed by the Board of Directors.

V-2c. Nominations & Elections Committee

The Nominations and Elections Committee develops policies and procedures for approval by the Board of Directors and conducts elections in accordance with PSSCA policies and procedures that address Nominations and Elections. The Nominations and Elections Committee is appointed by the Board of Directors.

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

ARTICLE VI, SECTION 1. Fiscal Year.

The fiscal year shall begin October 1 and end the following September 30.

ARTICLE VI, SECTION 2. Property of the Association. In the event the Association should be dissolved, none of its property shall be distributed to any of the members. Instead, all of its property shall be transferred to such organization(s) as the Board of Directors 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)(6) of the Internal Revenue Code or corresponding provisions of the Internal Revenue Laws.

## **ARTICLE VII: ANNUAL MEETING**

ARTICLE VII, SECTION 1. An annual business meeting will be held each fiscal year.

ARTICLE VII, SECTION 2. The PSSCA Board of Directors may call additional business meetings of the PSSCA general membership.

ARTICLE VII, SECTION 3. At any meeting of the general membership, 50 Professional or Retired members of PSSCA 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 PSSCA's best interests and, in the case of criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Board of Directors acting (1) by quorum consisting of Board of Directors members who are not parties to such section or proceedings upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that, the Board of Directors or officer has met the foregoing applicable standard of conduct. If the 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 stated above. The right of indemnification herein provided shall be in addition to any and all rights to which any PSSCA 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. Amendment. These Bylaws may be amended by a majority vote at the annual business meeting or a majority vote at a general membership meeting as provided in this section.

IX-1a. An amendment shall be proposed by the Board of Directors or by petition over the signature of 50 Professional or Retired members of PSSCA in good standing. Petitions for Bylaws amendment must be submitted to the Board of Directors not less than 90 days prior to the first session of the annual meeting in conjunction with the annual conference or a general membership meeting where Bylaws revisions will be considered. All proposed Bylaws amendments shall be reviewed by the Bylaws Review Committee.

IX-1b. Copies of amendments proposed under the provision of the foregoing paragraph shall be distributed to the general membership not less than 30 days prior to the first session of the annual meeting or a general membership meeting where Bylaws revisions will be considered.

IX-1c. In the event attendance at the annual meeting 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 a case, amendments shall be approved by two-thirds of ballots or votes received.

IX-1d. Amendments originating during the annual meeting or a general membership meeting shall be discussed and if approved by the members in attendance at the annual meeting or 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 more than (90) days following the date of presentation, for a vote by the PSSCA members or members in attendance of a general membership meeting before whom the amendment originated. Such proposed amendment shall be referred forthwith to the Bylaws Committee whose written recommendation shall accompany any such ballot. Amendments originating during the annual meeting or general membership meeting shall be approved by two-thirds of ballots or votes received.

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



ARTICLE IX, SECTION 2. Publication.

The Bylaws and the Policies of PSSCA shall be published in their entirety and available to the membership.

**ARTICLE X. CONFLICT OF INTEREST STATEMENT**

ARTICLE X, SECTION 1. The association members shall avoid any conflict of interest between their own respective personal, professional or business interest and the interest of the association in any and all actions taken by them on behalf of the association in their respective capacities.

ARTICLE X, SECTION 2. If a person identifies a conflict, the person shall give written and/or verbal notice of such conflict of interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which the person has a conflict of interest or otherwise attempting to exert any influence on the association or Board of Directors to affect a decision or participate or not participate in such transaction.

ARTICLE X, SECTION 3. The PSSCA Board of Directors shall support all PSSCA members in conducting research to further advance the school counseling profession. However, such research cannot be for personal gain and PSSCA will not financially endorse any specific research endeavor. All research requests must be in compliance with these Bylaws as well as all requirements listed in the association's policies.

**Revised:**

January 2015		
November 2017		
March 2020	Electronic Member Vote	Conference - Myrtle Beach SC
January 2021	Electronic Member Vote	Conference - Virtual
February 22, 2022	Electronic Member Vote	Virtual
January 20, 2024	Member Vote	Conference – Hilton Head Island, SC