**Constitution and Bylaws of the New Hampshire School Counselor Association**

**ARTICLE I: NAME AND MISSION**

ARTICLE I, SECTION 1. Association Name. The name of the Association shall be the New Hampshire School Counselor Association (NHSCA). NHSCA is a division of the American School Counselor Association (ASCA) and is chartered in accordance to the Bylaws of ASCA.

ARTICLE I, SECTION 2. Mission. The mission of NHSCA shall be to actively promote standards of excellence in school counseling by:

I, 2a. - Advocating for the role, programs, and ratios of school counselors.

I, 2b. - Providing meaningful professional growth and development opportunities for New Hampshire school counselors.

I, 2c. - Giving professional, resourceful, and dedicated leadership in developing services and programs for its members.

**ARTICLE II: MEMBERSHIP**

ARTICLE II, SECTION 1. Types of Membership. This Association shall include four types of membership: Regular, Retired, Student, and Affiliate Member.

ARTICLE II, SECTION 2. Requirements of Membership. In order to qualify for one of the four types of membership, an individual must meet the following requirements for the category of membership being sought.

II-2a. - Regular Membership: Individuals who hold a Master of Education degree or higher in school counseling or the substantial equivalent and be certified by the New Hampshire Department of Education and either employed and/or reside in the state of New Hampshire; or must be employed in the state of New Hampshire as a school counselor educator in an accredited graduate program that prepares school counselors are eligible for Regular Membership and shall receive all the rights and privileges as set forth in NHSCA by-laws and policies.

II-2b. - Retired Membership. Individuals who are in retirement and do not hold full-time position in school counseling and hold a master's degree or higher in school counseling or the substantial equivalent; or are/were certified school/school counselors either employed or residing in the state of New Hampshire; or were employed in the state of New Hampshire as a counselor educator in an accredited graduate program that prepares school counselors are eligible for Retired membership and shall receive all the rights and privileges as set forth in NHSCA by-laws and policies.

II-2c. - Student Membership. Individuals who are enrolled in an accredited planned program of school counseling and do not hold a full-time position in school counseling are eligible for Student membership and shall receive all the rights and privileges as set forth in NHSCA by-laws and policies.  No person shall be eligible to be or continue as a Student Member who has previously held that status of Student Member for a total of three years, or who is otherwise eligible to become a Regular Member.

II-2d. - Affiliate Membership. Any person interested in school counseling, not eligible for any other type of membership, may become Affiliate Members and shall receive all the rights and privileges as set forth in NHSCA by-laws and policies.

ARTICLE II, SECTION 3. Dues. The dues for all categories of membership shall be reviewed and set by the Governing Board no more than once per a calendar year.

ARTICLE II, SECTION 4. Rights and Privileges. All members shall have the rights and privileges accorded their membership categories. Regular, Retired, Student and Affiliate Members may vote on all matters coming before the Association. Regular and Retired members shall be eligible for election to the Governing Board of NHSCA.  All members shall be eligible for committee membership.

ARTICLE II, SECTION 5. Severance of Membership. Association members may be dropped from membership for nonpayment of dues or revocation of certification or credential, following procedures described in NHSCA policies that address membership.

ARTICLE II, SECTION 6. Nondiscrimination. The New Hampshire School Counselor Association does not knowingly engage in or support activities that discriminate on any basis as addressed in the American School Counselor Association’s Ethical Standards for School Counselors.

**ARTICLE III: ASSOCIATION MEETINGS**

ARTICLE III, SECTION 1. Number of meetings. There shall be at least one Association meeting during the fiscal year.

ARTICLE III, SECTION 2. Voting members. Regular, Retired, Student and Affiliate Members in good standing may vote at Association meetings.

ARTICLE III, SECTION 3. Quorum. Twenty-five members of the Association and a majority of the Governing Board members must be present to constitute a quorum.

**ARTICLE IV: NHSCA OFFICERS AND GOVERNING BOARD**

ARTICLE IV, SECTION 1. Officers. The officers of the Association shall be President, President-Elect, Immediate Past President, Four Level Vice-Presidents, Treasurer, and Secretary.

ARTICLE IV, SECTION 2. Governing Board Members.  The members of the Governing Board shall be the Officers, Standing Committee Chairpersons, Regional Representatives, and Liaisons.  The New Hampshire Department of Education Liaison will be an ex-officio member to the board.

ARTICLE IV, SECTION 3. Authority and Functions. The authority and functions of the Governing Board shall be as follows:

IV, 3a. - The agency through which the general administrative and executive functions of the Association shall be carried out. The Governing Board shall take such actions as are necessary to conduct the Association’s affairs except that no action shall be taken that is contrary to by-law adopted by the membership.

IV, 3b. - The authority to create policies to carry out the mission of NHSCA.

ARTICLE IV, SECTION 4. Terms of Office. The Governing Board terms of office shall be as follows:

IV, 4a. - 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 Past President. The President Elect shall automatically become President of the Association one year after commencement of the term of office as President Elect; or upon the resignation or death of the President. The President shall automatically become Past President of the Association one year after commencement of the term of office as President. Terms of office commence on July 1st of each fiscal year.

IV, 4b. - Level Vice Presidents shall be elected by the general membership to serve a one year term and shall be Regular members in good standing who are certified to practice as a school counselor in the state of NH and/or as a school counselor educator and employed within the state of New Hampshire at the level they are to represent.

IV-4c. - The Secretary shall be elected by the members to serve a one year term and shall be a Regular/Retired member in good standing who is certified to practice as a school counselor in the state of NH.

IV, 4d. - The treasurer shall be elected by the members to serve a one year term and shall be a Regular/Retired member in good standing who is certified to practice as a school counselor in the state of NH.

IV, 4e. - Regional Representatives shall be elected by the members to serve a one year term and shall be Regular/Retired members in good standing who are certified to practice as a school counselor in the state of NH.

IV, 4f. - The term of office for any elected officer shall coincide with the Fiscal Year of NHSCA or until a successor is elected or appointed.

IV-4g. - Standing Committee Chairpersons shall be appointed by the Executive Board.

IV, 4h. - The Liaisons shall be appointed by their respective organization and approved by the Governing Board to serve a one fiscal year term and shall be a NHSCA member in good standing and holds the position within NH that qualifies them as a Liaison.  Liaisons shall be from organizations that have significant connection and/or impact upon the school counseling profession.  Liaisons must become NHSCA members upon acceptance to the board if not already members and stay within good standing.

ARTICLE IV, SECTION 5. Nominations and Election. The nominations and elections process shall be as follows:

IV, 5a. - Elections shall be conducted annually, by ballot, mailed and/or emailed to members and returned by Association members to the Governing Board designee.

IV, 5b. - A Nominations and Elections Committee will be established with the Past President of the Association as Chairperson.

IV-5c. - To be eligible for any elected office, a member must be a Regular or Retired member of NHSCA.

IV-5d. - The Nominations and Elections Committee shall conduct elections according to NHSCA policies that address nominations and elections.

IV-5e. If any elected candidate should be unable to assume office by the beginning of NHSCA’s Fiscal Year, the Governing Board shall fill the vacancy through appointment.

ARTICLE IV, SECTION 6. Duties of Governing Board Members

IV-6a. The President of the Association shall be the chairperson of the Governing Board and presiding officer of the Association in accordance with NHSCA policies that address governance.

IV-6b. The President Elect of the Association shall act as the presiding chairperson in the President’s absence and serve in accordance with NHSCA policies that address governance.

IV-6c. The Past President, Vice Presidents, Secretary, Treasurer, Standing Committee Chairpersons, Regional Chairpersons and Liaisons shall serve as representatives of the members in accordance with NHSCA policies that address governance.

IV-6d. General duties of all board members shall be to write at least two article contributions to the NHSCA newsletter and serve on at least one committee/subcommittee per a calendar year.  Additionally attend all NHSCA Board meetings, post reports as applicable in advance of meetings, and read all reports by board members.

IV-6e Executive officer’s duties shall be to complete all of the above and in addition, to write articles for all newsletters and attend all meetings.

ARTICLE IV, SECTION 7. Meetings.

IV-7a. The Governing Board shall meet at least four times a year and at such other times as may be designated by either the President or three members of the Governing Board.

IV-7b. Although meetings may run less formally at the discretion of the President, the parliamentary authority for the meetings of the Association shall be Robert’s Rules of Order, Revised, except where otherwise specified in these By-laws.

IV-7c. A majority of the members of the Governing Board shall constitute a quorum.

IV-7d. Each member of the Governing Board shall have one vote. Decisions of the Governing Board shall be made by a simple majority vote in accordance with NHSCA policies that address governance.

IV-7e. Governing Board members are required to attend all Governing Board meetings and other functions in accordance with NHSCA policies that address governance.

ARTICLE IV, SECTION 8. Vacancies.

VI-8a. In the event that the President cannot serve out a full term for any reason, the President Elect shall succeed to the unexpired remainder thereof and continue through the elected term.

VI-7b. In the event the President Elect should be unable to complete the President’s unexpired term, the Past President shall assume the position of chairperson of the Governing Board until the Governing Board fills the positions by calling for a special election of President and President Elect to serve the unexpired remainder thereof and continue through their own terms.

VI-8c. In the event that a Governing Board member is unable to serve out the term, the governing board may appoint a new member to serve until the next regularly scheduled elections.

ARTICLE IV, SECTION 9. Removal from office. Members of the NHSCA 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 report within 30 days after appointment. Such report and any minutes regarding such matters will be considered non-public.

ARTICLE IV, SECTION 10. Compensation and Reimbursement of Expenses. None of the Governing Board members of NHSCA shall receive any compensation for services, but their necessary expenses shall be paid in accordance with NHSCA policies that address governance and finance.

**ARTICLE V: APPOINTED POSITIONS AND DUTIES**

ARTICLE V, SECTION 1. Additional Appointments. The Governing Board may appoint other non-voting positions as needed.

**ARTICLE VI: OPERATIONAL STRUCTURE**

ARTICLE VI, SECTION 1. Committees. The committees of the Association shall consist of standing and ad hoc committees as determined by the Governing Board. All committees shall report to the Governing Board.

ARTICLE VI, SECTION 2. Ad hoc Committees. An ad hoc committee shall serve until, in the opinion of the Governing Board, the purpose of said committee is accomplished.

**ARTICLE VII: BUSINESS AFFAIRS**

ARTICLE VII, SECTION 1. The fiscal year shall be from July 1 through June 30.

ARTICLE VII, SECTION 2. In the event the Association should be dissolved, none of its property shall be distributed to any of its 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 consistent with those of the Association, provided, however, that such organization(s) shall be exempt under Section 501(c)(3) of the Internal Revenue Laws. (See Volume 632, page 97, as recorded with the Secretary of State, New Hampshire.)

**ARTICLE VIII: INDEMNIFICATION**

ARTICLE VIII, SECTION 1. The Governing Board. The Association shall indemnify each member of the Governing Board and each of its officers as described in Article IV for the defense of civil or criminal actions or proceedings as hereafter provided and notwithstanding any provision in these by-laws, in a manner to the extent permitted by applicable law.

ARTICLE VIII, SECTION 2. Directors and Officers. The Association shall indemnify each of its directors and officers, as aforesaid, from and against 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 of 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 believes to be in the interests of the Association and, in the case of criminal action or proceeding, in addition had no reasonable cause to believe that his or her conduct is 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 action 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 an officer thereof or former member and officer thereof. This indemnification shall apply to all the judgments, fined, 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 member or officer of the Association might not otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.

**ARTICLE IX: ADOPTION AND AMENDMENT OF BY-LAWS**

ARTICLE IX, SECTION 1. Adoption and Amendment. These Bylaws may be amended by a majority (see ARTICLE III, SECTION 3) vote of the members present at an Association meeting as provided in this section.

IX-1a. An amendment may be initiated by the Governing Board or by petition of twenty-five percent (25%) of the members of the Association.

IX-1b. An amendment must be submitted in writing to the membership at least ten days prior to the Association meeting at which it will be voted.

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

Revised and Approved: September 21, 2016