**NHSCA Summer Board Meeting Minutes**

Trulson Conference Room, NHTI

Concord, NH

August 2, 2016

10:00am – 2:00pm

**1. Call to Order**

**Welcome and Introductions: Update/confirm contact information**

Paula Frank <pafran@lisbon.k12.nh.us>,

Timothy McClelland <t.mcclelland@sau47.org>,

Robin Gregg <rgregg@conval.edu>,

Cheney, Jonathan" <jcheney@wrsdsau59.org>,

Kathy Hoppa <kathleen.hoppa@merrimack.k12.nh.us>,

Mitch Taranow <mitch@taranows.com>,

Smith, Clare <csmith@pinkertonacademy.org>,

Dave & Sharon Nix <dsnix@metrocast.net>,

Amy Jo Muscott <amuscott@comcast.net>,

Marianne McDonough <mmcdonough@eppingsd.org>,

Wendy Hamill <whamill@laconiaschools.org>,

Maureen O'Dea <modea@londonderry.org>,

Karen Collins <kcollins@nhheaf.org>,

Tyler Seidenberg tseidenber@sau6.org

Alison Memoli <a\_memoli@sau9.org>,

Lynda True­Carter <lynda.true­carter@sau20.org>,

Martha Madsen <mmadsen@sau80.org>, mmmadsengr@gmail.com

Audrey Willis <audreyjwillis@gmail.com>,

Toni Brown <toni@brownengineeringllc.com>,

Alicia <alicialangille@gmail.com>, alangille@hdsd.k12.nh.us

Annmarie Timmins <atimmins44@gmail.com>, Stewart, Paula <pstewart1@comcast.net>, mariane.gfroerer@doe.nh.gov, leanne.Mathis@ksc.keene.edu,

rgoguene@mascenic.org

Kate Kulacz kkulacz@bownet.org

Toni Brown toni@brownengineering.lle.com

Present: Paula Frank, Annette Blake, Martha Madsen, Sharon Nix, Jonathan Cheney, Marianne McDonough, Alicia Langille, Toni Brown, Tim McClelland, Robin Gregg, Annmarie Timmins, Tyler Seidenberg, Alison Memoli, Kate Kulacz, Paula Stewart

1. **Meeting Ground Rules** ​(from NHSCA Governing Policies)
	1. Board member expectations: attend board meetings, submit reports online in advance, write an article for 3 out of the 4 issues, mentor incoming board members, **do what you’re good at** ​ and contribute in a​ positive manner.
	2. Working for our membership
	3. Working toward an end result
	4. Make a commitment to having one Voice
	5. Disputes resolved directly, person to person.
	6. Goal is to maintain the viability of the association
	7. Vision is “...advocacy, leadership, collaboration and systemic change” and **empowers professional**​  **school counselors**​ with the knowledge, skills, linkages, and resources to promote student success...”
		1. Recommendation from ASCA to add parliamentary procedures to bylaws
			1. Add to Article 1, Section 1
				1. Motion: Alison Memoli
				2. Second: Paula Stewart
				3. All in favor
		2. Bullet list for governing board
			1. Employed or certified as school counselor/school counselor educator in NH
			2. Required to write 3 articles per year (minimum) and filler articles for newsletter
			3. Hold 1 annual regional meeting (for regional representatives)
			4. To change bylaws from attending 1 meeting to attend 2 meetings per year, with understanding that extenuating circumstances may occur at President’s discretion
				1. Motion: Jonathan Cheney
				2. Second:
				3. All in Favor
		3. President – Elect
			* 1. Annette would like to propose that we wait to see if Paula is able to continue as President for the next year.
				2. There may be an open position.

Motion: Annette Blake

Second: Alison Memoli

All in Favor

1. **Secretary’s Report: Marianne McDonough**
	* Approval of May 2016 Board meeting minutes
		+ Motion: Annette Blake
		+ Second: Robin Gregg
		+ All in favor

1. **Treasurer’s Report: Jonathan Cheney** Copied from May 2016 Minutes​*:*
	* *Directory advertisement, switched it to online and only sending a printed version (40 copies vs. 150) it’s not going to copy so we don’t have as many advertisers.*

 *○ Possibly get a webmaster to assist with advertisers on NHSCA web page.*

* + *Newsletter advertisements are the same. It has increased by $3,000. All advertisers paid in Sept./Oct., they paid up front. Last year it was spread out and Sharon was after them to get it.*
	+ *Revenue for professional recognition: there used to be a state grant to pay for Edies table. Expenses for membership. Commissions*
	+ *Scholarships: $1,550, the $50 is for the cost of gas. Would it be possible to raise the scholarship to*

*2,000 since the price of tuition has raised. There is $500 and $1,000 earmarked from NHHEAF.*

* + *We could talk during our August meeting about how we spend our money for the budget. If we raise extra revenue, we could allot it to something. A small group of people could get together before August meeting to utilize budget. Create a Facebook discussion and access it during our August meeting.* ● New business
	+ *Wait until next meeting to vote on minutes*

1. **Administrative Assistant Report: Sharon Nix**
	* Board members are asked to write 1­2 extra filler articles

\*Can include lesson plans, guidance vs. school counselor

* + Graduate students encouraged to submit more articles
	+ Rewording of the policy for nonprofit sponsors and vendors

● New business

1. Only one advertiser for NHSCA Newsletter
2. Newsletters are now due on the 10th
	1. Program you’re working on to help students
	2. Any speakers that attend the school
	3. Regional Meeting
	4. ASCA- what you learned at the conference
	5. NHSCA conference- overview article or breakout sessions
	6. Book reviews
	7. Paper for college class
	8. Opinion piece
	9. Filler article
		1. Goal setting
		2. Reprint of an article
		3. RAMP information
3. Sponsorship vendor needs to be edited
4. Conference
	1. Folders
	2. Star stress tool
	3. Brochure
		1. Extend Lynn Lyon’s presentation?
		2. Smaller group will work on objectives
	4. Speak with school psychologists, school nurse, parents, administrators for the conference
5. Membership- we’ve had a lot of people sign up

1. **President’s Report: Paula Frank**
	* Update and Review of Board Roster ­ Open Seats
		+ Middle School VP- Laura Gourlay?
		+ Post Secondary Representative- Tyler will reach out to a professor at Plymouth
		+ Seacoast Regional Representative- Marianne will reach out
		+ Greater Monadnock Regional Representative- Robin and Tim will reach out
		+ Dartmouth/Sunnapee Regional Representative – Tyler will reach out
		+ Mitch Tarranow- adhoc for mental health counseling liaison, Paula Frank will get in touch
			- Add retiree and mental health liaison positions
			- Vote during the next meeting
	* Goals for 2016­2017 year: Communication
		+ How can we better communicate with each other?
			- Keep it simple and build foundation
			- Have ASCA training on SCA, need to pay for transportation
			- Sharon- remember to cc her on emails in case she needs to follow up on something
			- Reply all so everybody gets the information
			- Documents to share to have informed discussion
				* Google Docs
				* Tyler will look into setting up a google drive
				* Before a meeting, send documents 2 weeks prior
				* 1 week after the meeting, documents should be posted
			- Bring devices to meetings
			- Facebook page – everybody has ability to post, Tyler will send a link
	* Board member expectations (Bylaws attached at end of agenda for reference)
		+ See above notes
	* Calendar dates (attached at end of agenda) Please note: Friday, September 23rd: Board Meeting

4:30­6:00 NHTI (Some schools are participating in PACE on Saturday, September 24th).

* + Brief overview of ASCA conference/LDI/Ethical Standards
		- Focus on policy governance and to help SCA’s
		- Purpose to be a resource for counselors throughout the state
		- Ethical Standards have been updated (go to ASCA website)
		- Keynote Speaker - not trying to fix kids that have “problems” how to use it as a strength so they feel better about themselves with a focus on what you can do
		- Group work- using props in creative ways to connect with kids, work well with individual students too
		- Career planning in elementary school
		- Working with your principal – getting people on board
		- Girls and social media- not shutting down girls when they talk about certain things, invite and learn more about it, this year’s juniors did not grow up with reality tv their whole life
		- Online version- can see presenter, hard to follow when they open up for discussion
	+ Reach Higher New England Convening: Assumption College Worcester, MA (August 16th, 8:00-4:00)
		- Geared towards high school, Annette volunteered to attend and Tim would like to attend
		- Increasing post secondary opportunities for students
	+ Annual Conference: October 17th Grappone Center, Concord NH
		- Recognition for new counselors
		- New counselors in the region have contact from board member
		- Regional directors meeting was held on the same day last year
	+ I Am College Bound/I Applied: College Application Week Steering Committee representative needed
		- Donate $500 and sponsoring Mascenic High School (towards the deposit in May)
		- Initiative to help students apply to college, NHHEAF helps with this process Representatives from Plymouth attended as well
	+ $500 scholarship sponsored by NHSCA
	+ Endowment for Health (ELF): Robin Gregg
		- Equity leaders fellowship to bring more people of color onto boards in NH
		- Organizations boards offer to mentor others
		- Application is due on August 30th
		- Look into it in the future
	+ Youth Light: Earn money for your New Hampshire SCA­Jonathan Cheney
		- Organization that is trying to help make money for NHSCA
		- We are not going to go with this, since we’re a small organization
	+ Executive counsel to meet and vote on Sharon’s proposal to the board
		- Sharon is working on the website, newsletter/advertising for newsletter, conference brochure/work at conference, directory, membership dues/when people joined
		- Proposal to increase her payment to a flat fee of $12,000 per year
			* Motion: Robin Gregg

 Second: Alison Memoli/Annmarie Timmons

 All in favor

* + Newsletter due dates­ to Sharon Nix by 10th of the month
	+ (From May meeting) Suggestion for the ballot: future­retiree position. Charles volunteered to help rewrite policies/has since stepped down from board. Any interest?
	+ Final Bylaws (copy attached at end of agenda)
	+ NHSCA Annual Conference vendors
		- Any non-profit organizations wishing to display items at conferences that are of value to the school counseling profession will be able to do so at no expense.
		- If they want to send somebody and a table, they need to pay
		- Send a group email to allow non profit to come for free.

 ● Job Opportunities:

* + 1. Director of School Counseling, District Administrator for Mascenic Regional High School in New Ipswich NH. Interested applicants may apply through School Spring.
		2. Part­Time SAP (3 days a week) at Lisbon Regional School in Lisbon, NH. Interested applicants may contact Paula Frank at ​pfran@lisbon.k12.nh.us (838­6672).​
		3. Opening at Stevens High School
			1. Tyler will add job openings to Facebook page, 73 people liked the page
			2. Advertise Facebook page in the newsletters
1. **President­Elect report: Paula Stewart**
	* Nothing to report

1. **Past President’s Report: Annette Blake**
	* Bylaws, policies: Charles, Celia, and Annette viewed them, they are almost done
		+ Committee to work on bylaws- Tyler, Annmarie
		+ Vote next meeting
	* Reach for Higher, need volunteers
		+ Write article for newsletter

1. **VP reports**
	* Elementary: **Robin Gregg**​

 No report, last regional meeting: attendance wasn’t huge. School counselor, therapist, school psychologist meeting- have been meeting at KSC, ConVal, Peterborough, may reach out to a Keene school

Continuum of Care- Peter spoke at the beginning

* + Middle School:
	+ Secondary: ​**Tim McClelland**
		- School board has been asking about alumni tracking, what are schools doing for this?
		- If school is meeting curriculum needs
		- Naviance (National Clearing House) has a system that can assist, shows time of enrollment at each school. Major, degree completed and how much time it took, if there are schools that switch.
		- Life track- people didn’t respond to it
	+ Post­ Secondary: ​**Paula Stewart**
		- No report

1. **Region Representative Updates**
	* Seacoast:
	* Greater North Woods: **Lynda True­Carter**​
		+ See below
	* White Mountains: ​**Alison Memoli**
		+ The White Mountains and the Greater Northwoods hosted their annual meeting on May 27, 2016 in conjunction with NHHEAF at White Mountains Community College in Berlin, New Hampshire. Presentations were conducted by NHHEAF, AHEAD, local police department regarding trends in drug abuse, Lynda True-Carter on play therapy, and Alison Memoli & Lynda True-Carter on behalf of NHSCA. Over 20 people attended the annual meeting!
	* Greater Monadnock:
	* Lakes: ​**Wendy Hamill**
	* Capital: **Martha Madsen**
		+ Vote Motion: Tyler Seidenberg

 Second: Alicia Langille

All in Favor

* + Dartmouth/Sunapee:
	+ Merrimack: ​**Amy Jo Muscott**

1. **Committee Chair Updates** ​ ​*Standing committees include Advocacy, Finance, Graduate Student,*

*Membership, Nominations and Elections, Professional Recognition, Public Relations, Scholarship, and*

*Technology. Special Committee: By­Laws Committee. The past president (at time of review) acts as the chair. In addition, Ad Hoc committees may be formed as needed. (From Governing Policies)*

* + Advocacy:​ **Annmarie Timmins**
		- Vote Motion: Tyler Seidenberg

 Second: Alicia Langille

 All in Favor

* Bill tracking
* Anything that NHSCA would like to promote
* Please share ideas
	+ ***Graduate Student: Leanne Mathis***​​​(new to board)
		- Vote Motion: Tyler Seidenberg

 Second: Alicia Langille

 All in Favor

* + Membership: ​VACANT​
	+ Professional Recognition: ​**Kathy Hoppa**
		- Discuss at next meeting
	+ Scholarship: ​**Alicia Langille**

Scholarship Chair

As previously discussed at the May 2016 board meeting, I would like to propose increasing the amount of the Jo Hayslip scholarship. It is currently a $1000.00 scholarship and it would be wonderful to be able to adjust the award amount according to the rise in tuition/fees over the past several years.

* + - Raise it to $2,000 since programs are more expensive and to entice more applicants
		- Vote Motion: Annette Blake

Second: Tim McClelland

All in Favor

* + Technology: ​**Tyler Seidenberg**
		- Website link is currently not appealing, look into purchasing domain nhschoolcounselor.org
		- Tyler will look into how much it would be to purchase this for each year
		- Sharon will need to know this for directory
		- Sharon and Tyler met with Lynne to learn about the website

1. **Members At­Large**
	* Administrator Liaison: ​**Ruthann Goguene** (​potential new member?)
	* Department of Education Liaison: **Mariane Gfroerer**​
	* Newsletter: ​**Clare Smith**
	* NHDSCA Liaison: ​ **Maureen O’Dea**
		+ Tim will try to go to the next director’s meeting
		+ How can they join us?
		+ More than just high school is represented at the meetings
	* NHSPA­ ​**Audrey Willis**
	* NHHEAF Liaison: ​**Karen Collins**
	* CCSNH Liaison: Martha sent an email to a possible interest
2. New Hampshire School Board agenda
	* Do a presentation to focus on elementary and middle school
3. Bullet points on governing documents
	* How can we help you? What can we do for you?
	* Previous thoughts on NHSCA board was that it is elementary focused
4. Agenda items for next time, email Paula Frank
5. Conference for following year
	* Grappone 2018 – Jonathan volunteered to book it for 2018. On a Friday Mid-end of October. Check directors meetings so they are not on the same day.
	* Motion to adjourn meeting: Tyler
	* Second: Annette Blake
	* All in Favor

NHSCA

2016­2017 Calendar

**Tuesday, August 2nd:** ​Summer Board Meeting 10am­2pm Trulson Room, NHTI ***August 10th:***​ Newsletter Articles Due by 6pm

**Friday, September 23rd**​: Board Meeting 4:30­6:00 NHTI, Trulson Room, Grappone Hall ● Brief Fall Conference Meeting Following Board Meeting

**Monday, October 17th**​: Fall Conference (Grappone Center, Concord, NH)

* + Conference committee members meet on Sunday, October 16th at 3pm to stuff folders/set up

***November 10th***​: Newsletter Articles Due by 6pm, ​*Ads for Directory will also be due*

**Thursday, January 19th**​: Board Meeting (“Go To” online meeting)

***February 10th***​: Newsletter Articles Due by 6pm

**Thursday, March 23rd**​: Board Meeting, 4:30­7:00 NHTI

***April 10th***​: Newsletter Articles Due by 6pm

***Thursday, May 11th***​: Closing Board Meeting & Dinner 4:30­7:00 Location Common Man, Concord **Copy of Final Bylaws: Approved by ASCA July, 2016**

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.

II­2a.​ ­ 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 by­laws and policies.

II­2b.​ ­ Retired Membership. Individuals who are in retirement and do not hold full­time position in school counseling and hold a master's degree or higher in school counseling or the substantial equivalent; or are/were certified school/guidance 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 by­laws and policies.

II­2c.​ ­ Student Membership. Individuals who are enrolled in an accredited planned program of school counseling and do not hold a full­time position in school counseling are eligible for Student membership and shall receive all the rights and privileges as set forth in NHSCA by­laws 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.

II­2d.​ ­ 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 by­laws 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. Twenty­five 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, President­Elect, Immediate Past

President, Four Level Vice­Presidents, 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 ex­officio 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 by­law 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.

IV­4c.​ ­ 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.

IV­4g. ­ 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.

IV­5c. ­ To be eligible for any elected office, a member must be a Regular or Retired member of NHSCA.​

IV­5d.​ ­ The Nominations and Elections Committee shall conduct elections according to NHSCA policies that address nominations and elections.

IV­5e. 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​

IV­6a. 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.

IV­6b. 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.

IV­6c. 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.

IV­6d. 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.

IV­6e 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.​

IV­7a. 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.

IV­7b. 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 by­laws.

IV­7c. A majority of the members of the Governing Board shall constitute a quorum.

IV­7d. 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.

IV­7e. 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.​

VI­8a. 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.

VI­7b. 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.

VI­8c. 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 two­thirds 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 non­public.

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 non­voting 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 by­laws, 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 above­stated. 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 BY­LAWS

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.

IX­1a. An amendment may be initiated by the Governing Board or by petition of twenty­five percent (25%) of the members of the Association.

IX­1b. 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: October 16, 2015