

MONTANA SCHOOL COUNSELOR ASSOCIATION

BYLAWS

Revised June 2025

ARTICLE I

NAME AND MISSION

SECTION 1.

The name of the association shall be the *Montana School Counselor Association (MSCA)*. MSCA is chartered as a state division of the *American School Counselor Association (ASCA)*.

SECTION 2.

The Montana School Counselor Association promotes professionalism and ethical practices while empowering and advocating for all school counselors.

ARTICLE II

MEMBERSHIP

SECTION 1. Classes and Types of Membership

This association shall include four classes of membership: Professional, Retired, Student, and Supporting.

SECTION 2. Requirements of Membership

The following requirements must be met to qualify for the respective types of membership.

- a. **Professional Membership.** A Professional member must hold a Master's degree or higher or the substantial equivalent and meet one or more of the following requirements: the member must hold a Montana OPI Class 5 or Class 6 license or be an educator with a School Counselor endorsement; or be employed as a Counselor Educator in a graduate program that prepares School Counselors.
- b. **Retired Membership.** Members in retirement will maintain all the privileges of Professional membership.
- c. **Student Membership.** Student members must be currently enrolled in a graduate program of counselor education in School Counseling designed to result in a degree which will make them eligible for a Montana OPI Class 5 or Class 6 license as a Montana School Counselor.
- d. **Supporting Membership.** Any person or organization who subscribes to the purposes and ideals of the association and who wishes to support its goals, but is not eligible for any other type of membership.

SECTION 3. Dues

- a. Annual association dues will be recommended by the Board of Directors and approved by a simple majority of the voting membership.
- b. Dues for association membership will be paid to the association via the MSCA website on an annual basis. Membership dues will be paid annually, renewed from anniversary date.

SECTION 4. Rights and Privileges

All eligible members may vote and initiate motions at parliamentary proceedings. Professional and Retired Members will be eligible to hold office in the association.

- a. Eligible members are Professional, Student, and Retired members.
- b. Voting can occur in person or electronically depending on the circumstances.

SECTION 5. Severance of Membership

- a. A member will be dropped from membership for nonpayment of dues or fees.
- b. A member may be dropped from membership for any conduct which violates principles stated in the Bylaws or ASCA's Ethical Standards for School Counselors. Members charged with engaging in any such conduct will be given the opportunity to present evidence on their behalf through witnesses or otherwise, and will be given the opportunity to confront witnesses against them in a hearing before the Board of Directors, whose decision will be final.

SECTION 6. Non-discrimination

The Montana School Counselor Association will not knowingly discriminate on any basis as addressed in ASCA's Ethical Standards for School Counselors.

ARTICLE III

MSCA OFFICERS AND BOARD OF DIRECTORS

SECTION 1. Officers

The officers of MSCA will be the Chair of the Board, Assistant Chair of the Board, and the Executive Director of the organization.

SECTION 2. Powers and Functions

- a. The Board of Directors will have the power to establish regulations and membership forms for determining whether applicants for membership meet the requirements for membership as specified by the Bylaws.
- b. The Board of Directors will conduct the governance of MSCA but will not take any action contrary to Bylaws adopted by the Board of Directors and membership.
- c. The Board of Directors will create policies and procedures to carry out the mission of MSCA.
- d. The Board of Directors will direct and manage the general administration and executive functions of the association.
- e. The Executive Director will conduct the business affairs and executive functions of the association but will not take any action contrary to decisions or policies adopted by the association.
- f. The Executive Director will conduct and manage the operations of the association between its official meetings.

SECTION 3. Board of Directors

- a. Nine members of the Board of Directors will be elected at large from among eligible voting members of the association.
- b. Terms of service will be three years. Board members will be elected at the Spring Conference Membership meeting. Elected Board members will start their term at the Summer Retreat. Board members may serve two consecutive terms, for a total of six years. After a break of three years, they may run again.
- c. The Chair of the Board will be elected by the Board of Directors to serve a one-year term in accordance with policies and procedures that address Governance.
- d. The Assistant Chair of the Board will be elected by 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.
- e. The Chair of the Board and the Assistant Chair of the Board will be elected at the Spring Conference Board meeting of each year by the current Board of Directors, to begin their term at the Summer Retreat. Elections will be scheduled by the Elections and Nominations Committee Chair and will be conducted with a quorum of the elected members of the Board of Directors.
- f. At the time of election, Board members must be a practicing Montana School Counselor, faculty or supervisor in a Montana School Counselor Education Program, or a retired aforementioned position currently residing in Montana.
- g. Board members must hold a valid School Counselor license or endorsement issued by the Montana Office of Public Instruction or be a School Counselor educator.
- h. Board members must be current MSCA Members. Chair of the Board, Assistant Chair, and Executive Director must be current MSCA and ASCA members. All other board members are strongly encouraged to be ASCA members. Annual dues for MSCA and ASCA will not be paid by MSCA.

SECTION 4. Business Meetings

- a. The Board of Directors will meet at least four times per year. Such meetings may be held in person or via virtual options. Meetings of the Board of Directors may be called by the Chair of the Board or by majority vote of the Board.
- b. The Chair of the Board of Directors will call meetings as are deemed necessary to carry on the business of the association.
- c. The Board of Directors will meet at the time and place of the bi-annual conferences unless conditions exist that prevent meeting in person.
- d. A majority of the members (at least five) of the Board of Directors will constitute a quorum.
- e. Each member of the Board of Directors excluding the Executive Director will have one vote. Decisions of the Board of Directors will be made by a simple majority vote.
- f. Each member of the Board of Directors is required to attend all in-person Board of Director meetings and other functions in accordance with MSCA policies and procedures that address Governance.

g. Board members are expected to attend all scheduled meetings and retreats as part of their commitment to the association.

- Board members may miss one in-person retreat during their term and one monthly meeting per calendar year (June–May) without Chair follow-up.
- Any additional absences or no-shows (missing a meeting without notice) will result in follow-up from the Chair and Assistant Chair.
- Board members are expected to communicate any planned absence to the entire board in advance.
- Attendance means full engagement. Members are expected to attend meetings in full, with a 10-minute window before or after the scheduled start and end time.
- Attending in-person meetings via Zoom will be considered on a case-by-case basis and must be approved by the Board.
- Board members are expected to review the agenda and related reports sent prior to each meeting.
- The Attendance Tracking Sheet will be sent with the agenda prior to each meeting and is accessible to all board members and the Executive Director. All attendance and follow-up communication will be documented on this sheet.

h. MSCA will maintain all records for the maximum duration under federal and state law. Unless otherwise noted, records that don't have a maximum retention period will be maintained as permanent records of the association.

SECTION 5. Membership Meetings

a. The association will hold its bi-annual membership meetings during the Spring and Fall Conferences, either in person or virtually. Other meetings will be held according to the direction of the Executive Director and Board of Directors with notification to the general membership.

b. The purpose of the bi-annual meetings is to inform the membership of the status of the strategic plan, activities of the Board of Directors and to present committee reports, including the financial status of the association.

c. The bi-annual membership meetings will consist of the Executive Director, Board of Directors, and members of the association in attendance at the meetings.

SECTION 6. Removal from Office

a. A delegatee or member of the Board of Directors may be removed from office, for cause, by a 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 changes and take recommendations. If utilized, this committee will complete its assignment and submit a final report within 30 days of appointment.

b. An officer or member of the Board appointed by the Board of Directors may be removed from office, for cause, by majority vote of the Board of Directors.

SECTION 7. Vacancies

If a vacancy occurs in any office elected by the members or appointed by the Chair, the Chair will recommend to the Board of Directors the name of at least one qualified replacement. The Board of Directors will appoint the replacement from the Chair's recommendation to serve for the remainder of the unexpired term.

SECTION 8. Compensation and Expenses of Directors

a. Members of the MSCA Board of Directors will not receive any compensation for services, but their necessary expenses will be paid in accordance with MSCA policies and procedures.

b. The necessary expenses of the elected directors shall be paid from the funds of the association by specific authorization of the Board of Directors, within the limits of financial resources and prudent planning.

c. Members of the MSCA Board of Directors will not benefit financially or materially from their service on the Board of Directors, in accordance with MSCA Policies and Procedures that address Governance and Conflicts of Interest.

d. The expenses of the Executive Director and Board of Directors for attending meetings may be paid by association funds, within the limits of prudent financial planning.

SECTION 9. Conflicts of Interest

f. Board of Directors and Board-appointed representatives must avoid conflicts of interest.

g. There must be no self-dealing or any conduct of private business or personal services between any Board members and MSCA, except as procedurally controlled, to ensure openness, competitive opportunity, and equal access to inside information.

h. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that Board member will abstain without comment from not only the vote, but also the deliberation.

- i. Board of Directors must not use their positions to obtain employment for themselves, family members, or close associates. Should a Board member desire employment that results in a conflict of interest, the process outlined in 2.5.5b3 will be followed and a resignation may be requested.
- j. Board members will disclose their involvements with other organizations, with vendors, or any other organizations that might produce a conflict on their Board Member Commitment and Code of Conduct Acknowledgement form.

ARTICLE IV

NOMINATIONS AND ELECTIONS OF BOARD OF DIRECTORS

SECTION 1. Candidate Qualifications

- a. Board candidates will be elected annually through a general election by MSCA Professional, Retired, and Student members held in accordance with MSCA policies and procedures that address Nominations and Elections.
- b. Candidates must be a practicing Montana School Counselor, a faculty in a Montana School Counselor Education Program, or a retired aforementioned professional currently residing in Montana.
- c. Candidates must have been practicing in the aforementioned positions for at least three years (regardless of location of practice).
- d. Candidates must hold a valid School Counselor license or endorsement issued by the Montana Office of Public Instruction or be a School Counselor educator.
- e. Candidates must be current MSCA Professional or Retired Members.
- f. Candidates must be eligible according to the above criteria at the time of the election.

SECTION 2. Nominations and Elections of Directors

- a. The Board of Directors will run an election annually around the time of the Spring Conference for the open Board of Director positions.
- b. Nominations and Elections guidelines shall be developed by the Board of Directors. Board members shall be elected at the Spring Conference membership meeting and start their term at the Summer Retreat.
- c. The Nominations and Elections Committee shall issue a call to all members of the association for nominations of Board of Directors for the coming year.
- d. Nominations will be accepted by the Board of Directors until the nomination date set by the Board of Directors.
- e. The Nominations and Elections Committee will select a slate of eligible candidates. Should the Committee submit an insufficient number of candidates to fill the ballot, the Committee will select, in consultation with the Board of Directors, the names of qualified members consenting to have their names placed on the slate.

ARTICLE V

ADDITIONAL POSITIONS & DUTIES

SECTION 1. Executive Director

The Executive Director will manage the operations of the association in collaboration with and subject to the MSCA Ends Policies and Delegatee Authority Limits Policies established by the Board of Directors. These operations are defined in the Executive Director job description outlined in the MSCA Policies and Procedures.

SECTION 2. Additional Appointments

The Board of Directors may appoint other positions as needed.

ARTICLE VI

OPERATIONAL STRUCTURE

SECTION 1. Standing and Special Committees

- a. With the exception of the standing committees, the Board Chair, with the approval of the Board of Directors, will appoint all special committee chairpersons. Special committees will be formed as needed and will exist for as long as deemed necessary by the Board of Directors. Special committee chairs and their members will serve until the purpose of the committee is accomplished. Special committee chairs will serve for a period of one year following appointment or until the committee has completed its work. All committee chairs will submit written reports to the Board of Directors as requested.
- b. MSCA's committees will be appointed to accomplish specific tasks within specific time frames in accordance with the association's Mission, Ends Policies, Bylaws, and Policies and Procedures of Governance as adopted by the Board of Directors.

SECTION 2. Standing Committees

Standing committees will carry on the work of MSCA. Chairs for standing committees will be appointed by the Board of Directors. The standing committees and their purposes will be as follows:

- A. **Access, Opportunity and Belonging Committee.** Develop and advocate for equity, inclusive practice, social justice and anti-racist policies/practices through personal and professional development across the Montana School Counselor Association. Stay current on national and state specific equity issues regarding staff and student culture as it applies to ethical practice.
- B. **Advocacy Committee.** Communicate with key partners about current issues impacting the School Counseling profession, including legislative or state policy changes. Coordinate efforts to have representation and presentations at various stakeholder groups.
- C. **Bylaws and Policies and Procedures Committee.** Review the Bylaws and Policies and Procedures of the association annually and make recommendations concerning revisions to the Board of Directors. Monitor organizational compliance with these documents.
- D. **Conference Committee.** Plan and coordinate the Spring Conference for MSCA members and partners in Montana. This committee can include subcommittees addressing: the

School Counseling track for the MFPE Educator Conference and any other relevant conferences.

- E. **Ethics Committee.** Serve as a support to the Board and membership in the interpretation of the ASCA Ethical Standards for School Counselors and Montana-specific policies and laws regarding ethics. Serve in the role as both a leader and consultant regarding the application of the standards and ethical practice for professional school counselors.
- F. **Finance Committee.** Work with the Executive Director and the association's accountant to develop and implement Financial Policies and oversee fiscal management for the organization.
- G. **Marketing and Technology Committee.** Provide recommendations for content and resources for the website, publications, and press releases. Manage and develop content for MSCA social media accounts.
- H. **Membership Development and Support Committee.** Promote MSCA membership and provide membership support involving recruitment, retention and engagement.
- I. **Nominations and Elections Committee.** Manage the Nomination and Election process for the organization according to the Policies and Procedures of MSCA.
- J. **Professional Development Committee.** Plan and coordinate trainings for MSCA members and partners in Montana. This committee may include subcommittees addressing: online and in-person trainings, book studies, regional consultation groups, the School Counseling track for MFPE Educator Conference, and other relevant professional development.

SECTION 3. Terms of Standing Committee Chairs

- a. The chairs of standing committees will be determined by the Board of Directors during the Summer Retreat; Committee Chairs will serve one-year terms.
- b. Any standing Committee Chair may be removed, with just cause, at any time by the Board of Directors if the Board determines it to be in the best interests of the association.
- c. A Committee Chair vacancy occurring in any standing committee, for any reason, may be filled by new appointment by the Board Chair with approval from the Board of Directors.

SECTION 4. Terms of Standing Committee Members

- a. Members of standing committees must be current MSCA members.
- b. The members of standing committees will be approved by Committee Chairs; terms of committee members are voluntary.
- c. Any standing committee member may be removed, with just cause, at any time by the Board of Directors if the Board determines it to be in the best interests of the association.

ARTICLE VII

BUSINESS AFFAIRS OF THE ASSOCIATION

SECTION 1. Fiscal Year

The fiscal year established by the Executive Board will run from January 1 to December 31st.

SECTION 2. Property of the Association

In the event the association should be dissolved, none of its property will be distributed to any of the members. Instead, all of its property will be transferred to such non-profit organizations as

the Board of Directors shall determine to have purposes and activities most nearly consistent with those of the association.

SECTION 3. Non-Profit Status

This association will be subject to the requirements and provisions of 501c3 Status.

ARTICLE VIII

INDEMNIFICATION

SECTION 1.

The association will indemnify each member of the Board of Directors and the Executive Director as described in Articles III and IV, and each of its officers as described in Articles III, IV, and 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.

SECTION 2.

The association will 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 them by reason of being or having been such a director or officer and acting within the scope of their official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided that they acted in good faith for the purpose which they reasonably believed to be in the best interests of the association and, in the case of criminal action or proceeding, in addition, had no reasonable cause to believe that their conduct was unlawful. This indemnification will be made only if the association shall be advised by its Executive Director and Board of Directors acting (1) by a quorum consisting of Executive Director and Board of Directors 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 Executive Director and Board of Directors or officer has met the foregoing applicable standard of conduct. If the undergoing determination is to be made by the Executive Director and Board of Directors, it may rely as to all questions of law on the advice of independent legal counsel.

SECTION 3.

Every reference herein to a member of the Board of Directors and the Executive Director or officer of the association will include every member and officer thereof or former member and officer thereof. This indemnification will 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 will be in addition to any and all right to which any member or director of the association might otherwise be entitled and the provisions hereof will neither impair nor adversely affect such rights.

ARTICLE IX

ADOPTION AND AMENDMENT OF BYLAWS

SECTION 1. Adoption and Amendment

a. These Bylaws may be amended by a majority vote of the members present at a meeting of the general membership or by approval of eligible members responding to an electronic ballot. The voting method will be determined by the MSCA Board on a case by case basis.

b. An amendment must be proposed in writing to the Board of Directors. Amendments may be proposed by the Bylaws and Policies and Procedures Committee. Amendments may also be proposed to the Board of Directors with signatures from ten members in good standing. Notice of all proposed amendments must be presented not less than 30 days prior to a vote at a meeting of the general membership or prior to the notice of an electronic vote.

SECTION 2. Publication

The Bylaws of the association shall be made available on the MSCA website.

ARTICLE X

PARLIAMENTARY AUTHORITY

SECTION 1. Parliamentary Authority

The parliamentary authority for the meetings of the association shall be Robert's Rules of Order, as from time to time amended.