

Wyoming School Counselor Association Bylaws

Updated 2.17.2022

ARTICLE 1: NAMES AND PURPOSES

SECTION 1: the name of the association shall be the Wyoming School Counselor Association (WySCA), a chartered division of the American School Counselor Association.

SECTION 2: The mission of the Association is to promote excellence in the profession of school counseling and the academic, career, and social/emotional development of all students.

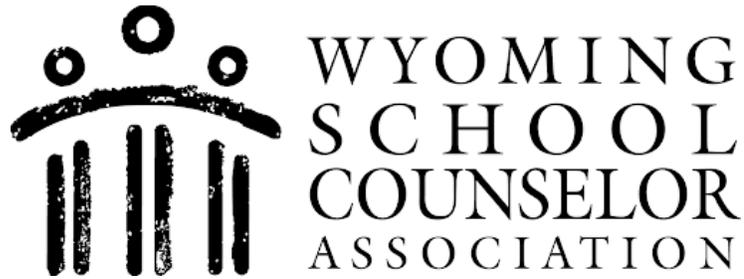
SECTION 3: The purpose of the Association shall be to represent school counseling. This purpose may be accomplished through:

- a) Initiating and supporting the improvement of school counseling programs;
- b) Upholding and encouraging continuous improvement in the standards for the education of school counselors;
- c) Promoting the continuing professional development of school counselors;
- d) Promoting ethical standards for school counselors;
- e) Encouraging cooperation and collaboration with appropriate Associations, agencies, and community groups regarding school counseling;
- f) Fostering close personal and professional relationships among school counselors and with mental health professionals in other settings; and
- g) Promoting the dissemination of research and supportive information relative to school counseling.

ARTICLE II: MEMBERSHIP & CLASSIFICATIONS

SECTION 1: Members must satisfy at least one or more of the following eligibility requirements. Memberships are classified as Professional, Student, or Supporting Members.

- a) Members must hold a master's degree or higher in counseling and are professionally licensed or certified through PTSB, or are retired or former professionals. (Professional Membership)
- b) Members must be credentialed or employed as a school counselor in the state of Wyoming (Professional Membership)
- c) Members may be employed as a counselor educator in a graduate program that prepares school counselors (Professional Membership)
- d) Members may be retired school counselors (Professional Membership)



- e) Members may be students in a graduate program preparing them for the school counseling field (Student Membership)
- f) Members may be individuals who subscribe to the purposes and ideals of the Association and who wish to support its goals, but are not eligible for any other type of membership. (Supporting Membership)-

SECTION 2: Any member who also holds professional or student membership in the American School Counselor Association shall be eligible to hold a voting board position in the Association.

SECTION 3: The annual membership dues shall be an amount determined by a majority of those members present at the Association's annual business meeting. The membership year shall extend one calendar year from the date a member joins or from the earliest renewal date within the current calendar year. A member shall be dropped from membership at such a time as they fail to pay the annual WySCA membership dues.

SECTION 4: Adherence to the American School Counselor Association's Ethical Standards for School Counselors shall be a condition of membership. Members may be disciplined or expelled from membership for violation of ASCA's Ethical Standards for School Counselors.

SECTION 5: The Association does not knowingly engage in or support activities which discriminate on the basis of race, color, sex, gender, religion, national origin, sexual orientation, age, disability, marital status, or economic status; nor shall any organization which does so discriminate be affiliated with the Association.

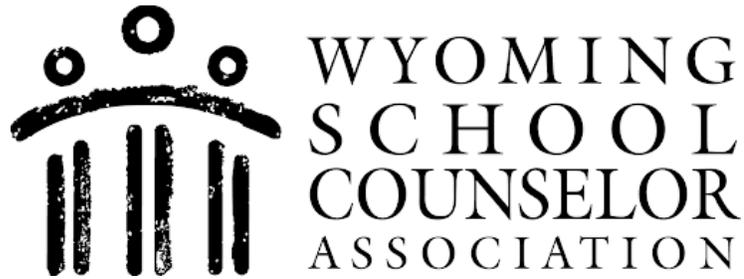
ARTICLE III: MEETINGS

SECTION 1: The board shall meet at a minimum of once quarterly, with the intention of meeting monthly. Such meetings may be held in person or via telephone conference call or other electronic medium in which all individuals can hear one another.

SECTION 2: A minimum of one business meeting shall be held annually at the Wyoming School Counselor Association's conference. In the event there is no conference, the board shall determine the time and the place of the meeting.

SECTION 3: Those members present and voting at the annual business meeting shall constitute a quorum for the transaction of business.

SECTION 4: The purpose of the annual business meeting shall be to define the policies of the Association by adoption and/or amendment of the Bylaws, policies, or resolutions; to adopt the annual Association budget; to elect officers and level representatives and to handle other matters as needed or specified in these Bylaws.



ARTICLE IV: WYSCA OFFICERS & BOARD

SECTION 1: The board consists of the following defined subgroups:

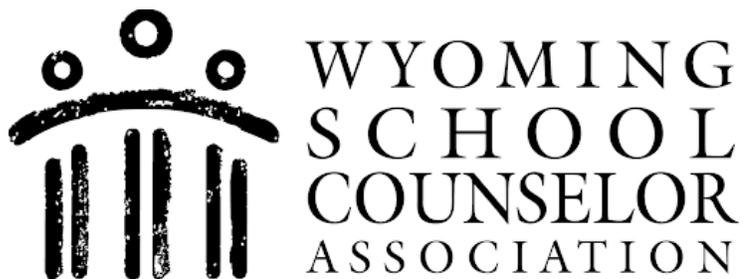
- a.) Officers- Presidential Track including Past President, President, President Elect and President Elect-Elect
- b.) Six Grade- Level Representatives- represent subgroups of school counselors by level
- c.) Executive Committee- Voting board members that consist of the Officers and Grade-Level Representatives
- d.) WySCA Board- Officers, Grade Level Representatives, Secretary, Treasurer, Membership Chair and other appointed positions as needed

SECTION 2: The officers of WySCA shall be a President, a President-Elect, a President-Elect-Elect and the immediate Past President. The term of each office shall be one year and shall run from July 1 through June 30. All officers shall be professional WySCA members and members in good standing of the American School Counselor Association. Individuals serving as WySCA President-Elect-Elect, President-Elect, President or Past-President may not also be serving a current term as an elected officer of any other association which may compromise their fiduciary responsibility to the Wyoming School Counselor Association.

SECTION 3: The President shall be chief executive officer of the Association and Chair of the WySCA Executive Committee; shall appoint, with the approval of the Executive Committee, all members to committees unless otherwise specified in these Bylaws; shall hold ex-officio membership on all such committees; and shall perform such additional duties as provided in these Bylaws or as directed by the membership at the annual business meeting. This is a voting position and a part of the Executive Committee.

SECTION 4: The President-Elect shall act in place of the President at all meetings which the President is unable to attend; shall assist the President as needed; shall support the Treasurer in the preparation of the annual budget for presentation and approval at the annual business meeting of the Association; shall perform such additional duties as provided in these Bylaws or as directed by the President; and shall assume the Presidency upon completion of their term as President-Elect. The President-Elect shall also assume the Presidency in case of a vacancy in the office of President. This is a voting position and a part of the Executive Committee.

SECTION 5: The President-Elect-Elect shall act in the place of the President-Elect at all meetings which the President-Elect is unable to attend; shall assist the President or President-Elect as needed; shall perform such additional duties as provided in these Bylaws or as directed by the President or President-Elect; and shall assume the position of the President-Elect upon completion of their term as President-Elect-Elect. The President-Elect-Elect shall also assume the role of President-Elect in case of a vacancy in the office of President-Elect. This is a voting position and a part of the Executive Committee.



SECTION 6: Upon completion of the term of office, the President shall serve as Past President for one year. The Past President shall serve as Co-Chair of the Nominating Committee in conjunction with the Membership Chair and shall perform such additional duties as provided in these Bylaws or as directed by the President. If the Past President is unavailable to serve as the Co-Chair of the Nominating Committee, the President may appoint another member to serve in their place. This is a voting position and a part of the Executive Committee.

SECTION 7: Six Level Representatives shall be elected from among the membership of the Association. The levels shall be Elementary, Middle/Junior High, High School, K-12, Post-Secondary and a Graduate Level Student. The term of these Representatives shall be one year with the option to serve consecutive terms. Executive Committee members may choose from among the membership, individuals to serve as Secretary and Treasurer of the Association. These are voting positions and a part of the Executive Committee.

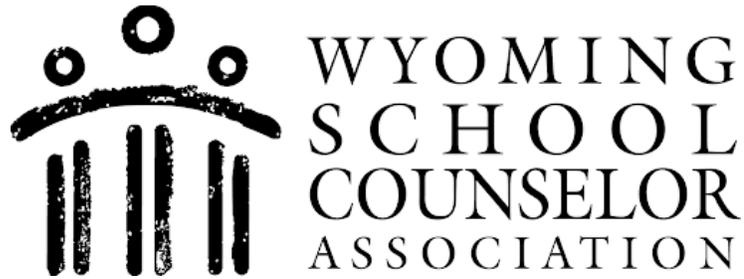
SECTION 8: The Secretary shall record the official minutes of all Association meetings and shall perform such additional duties as provided in these Bylaws or as directed by the President. The Secretary shall serve a one year term and may serve consecutive terms. In the absence of a Secretary, the President may delegate the duties of Secretary to other members of the Executive Committee.

SECTION 9: The Treasurer shall oversee all financial and membership records of the Association in conjunction with the Membership Chair and the Association's hired bookkeeper; shall assure the receipt and expenditure of funds in accordance with the budget approved at the annual business meeting; shall communicate the financial activities of the Association to the membership at the annual business meeting; shall work closely with the American School Counselor Association Treasurer ; and shall perform such additional duties as provided in these Bylaws or as directed by the President. The Treasurer shall serve a one year term and may serve consecutive terms.

SECTION 10: The Membership Chair is appointed by the President with approval of the Executive Committee members. The Membership Chair shall maintain an updated list of current school counselors; maintain the membership database; and shall perform such additional duties as provided in these Bylaws or as directed by the President. The Membership Chair shall serve a one year term and may serve consecutive terms.

SECTION 11: Any monies raised by the Association belong to the Association and shall not be "at risk" or subject to forfeiture under any circumstances.

SECTION 12: The WySCA Executive Committee shall consist of the four elected officers and six level representatives. Additional board members may be appointed by the President with the approval of the Executive Committee and will be ex-officio members of the Executive Committee with no voting privileges. The Executive Committee shall have responsibility for the formulation and recommendation of policies to the annual business meeting; shall carry on the business of the Association between annual business meetings; and shall be responsible for overseeing all aspects of the financial management of the Association. This Committee shall be authorized to make any decisions which are consistent with the policies and Bylaws of the Association. The Executive Committee shall meet at least twice per year.



Section 13: Nominations & Elections

Nominations for available elected positions of the Executive Committee will be solicited from any Wyoming School Counselor. The slate and candidate information will be distributed to the WySCA membership prior to the election. Voting for candidates will be held annually or as needed.

SECTION 13.1 : Election of Executive Committee

Election of Executive Committee members by vote of the Association members will be conducted annually by any form of ballot approved by the WySCA board. The candidate for an office receiving the greatest number of votes will be declared elected to that office and will be announced publicly.

SECTION 14: Compensation

Executive Committee members will serve without compensation for their services. An Executive Committee member or designee may receive reimbursement for actual and reasonable expenses incurred in performing their duties upon the approval of the Executive Officers.

SECTION 14.1: Compensation

Executive Committee members shall not benefit financially or materially from their service on the Committee, in accordance with ASCA policies and procedures that address Governance and Conflicts of Interest.

SECTION 15: All Association delegates to regional or national functions shall be members in good standing of the Wyoming School Counselor Association and the American School Counselor Association.

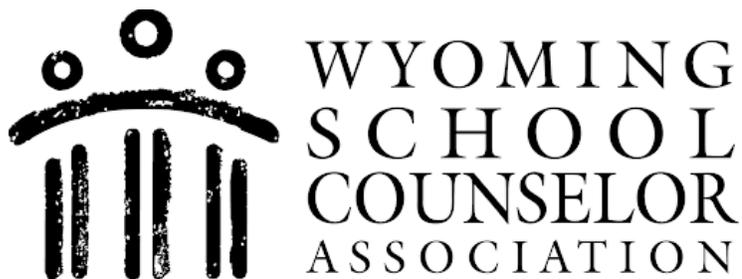
ARTICLE V: AMERICAN SCHOOL COUNSELOR ASSOCIATION

SECTION 1: The Wyoming School Counselor Association shall meet the minimum requirements for affiliation as set forth in the American School Counselor Association Bylaws.

SECTION 2: The WySCA Executive Committee is empowered to appoint delegate(s) to the ASCA Delegate Assembly or to other regional conferences. Such delegates(s) should include the President and additional delegate(s), as authorized, and/or such alternate(s) as may be suitable or necessary, as long as such delegate(s) match the criteria set forth by WySCA and ASCA.

SECTION 3: The Association's delegate(s) to the ASCA Delegate Assembly or to the regional conferences are empowered to take action for the Association, not otherwise specifically authorized, if it is not in conflict with the interests or policies of the Association.

SECTION 4: Contributions towards the necessary expenses of delegate(s) may be made from the general treasury only with the approval of the Executive Committee or with the approval of the majority of the Association as represented in the annual business meeting.



ARTICLE VI: DISSOLUTION

SECTION 1: 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 Executive Committee shall determine to have purposes and activities most nearly consonant with those of the Association provided, however, that such organization(s) shall be exempt under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of the Internal Revenue Laws.

ARTICLE VII: RULES OF ORDER

SECTION 1: Robert's Rules of Order, Revised, shall govern the proceedings of the Association, except where otherwise specified in these Bylaws.

Article VIII: INDEMNIFICATION OF OFFICERS:

SECTION 1: General

The Association will to the fullest extent permitted by law indemnify any person who is or was an Officer of the Association or a member of the Executive Committee against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was an Officer of the Association or an Executive Committee member, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorneys' fees, judgments, fines, costs, and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification is in addition to and not exclusive of any and all other rights to which any such Officer or Committee member may be entitled under any statute, bylaw, agreement, or otherwise.

SECTION 2: Actions by or in the Right of the Association

In connection with any proceeding brought by or in the right of the Association, the Association may not indemnify any person who is or was an Officer of the Association or an Executive Committee member if such person has been adjudged by a court of law to be liable to the Association, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all of the circumstances of the case such person is fairly and reasonably entitled to indemnity.



SECTION 3: Self-Interested Transactions

The Association may not indemnify any person who is or was an Officer of the Association or an Executive Committee member in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.

SECTION 4: Determination of the Propriety of Indemnification

The determination that indemnification is proper must be made by the majority vote of a quorum of the Executive Committee consisting of the Executive Committee members who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Executive Officers, consisting of at least two Executive Committee members who were not parties to the proceeding. If there are not two Executive Committee members who were not parties to the proceeding, the full Executive Committee must select special legal counsel to determine whether indemnification is proper.

SECTION 5: Evaluation of Expenses

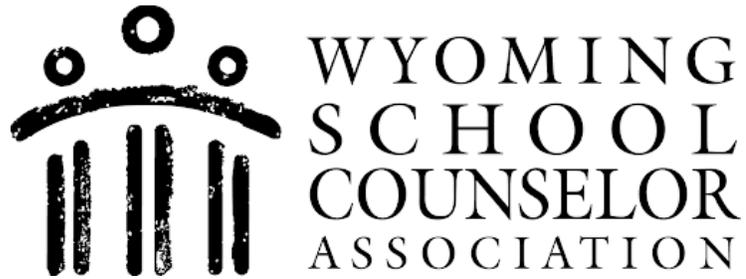
An evaluation as to the reasonableness of expenses must be made by the majority vote of a quorum of the Executive Committee consisting of Executive Committee members who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Executive Committee, consisting of at least two Executive Committee members who were not parties to the proceeding. If there are not two Executive Committee members who were not parties to the proceeding, the full Executive Committee, who were not parties to the proceeding, will evaluate the reasonableness of expenses.

SECTION 6: Notice to the Attorney General

An Officer of the Association or Executive Committee member may not be indemnified by the Association until 20 days after the effective date of written notice to the Wyoming Attorney General of the proposed indemnification.

SECTION 7: Advance of Expenses

Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this article may be advanced by the Association prior to the final disposition of such proceeding if (a) Officer of the Association or Executive Committee member provides written affirmation to the Association of such person's good faith belief that such person satisfies the criteria for indemnification, and (b) the Officer or Executive Committee member gives the Association a written undertaking to repay the advance amount if it is ultimately determined that the Officer or Executive Committee is not entitled to indemnification under this article. The undertaking will be a general obligation of the Officer or Executive Committee member, but need not be secured and may be accepted by the Executive Committee without reference to the Officer's or Executive Committee member's financial ability to make repayment.



ARTICLE IX: AMENDMENTS

SECTION 1: Except as provided in Section 2 of this article, amendments to these Bylaws may be made only at the annual business meeting of the Association. Any amendments shall be presented in writing and may be adopted by a two-thirds (2/3) majority of the votes cast.

SECTION 2: If in the judgment of the Association's Executive Committee assembled, action upon a proposed amendment is necessary before the next annual business meeting, it may be taken through a mail or electronic ballot vote following presentation of the amendment in writing to all members of the Association. If two-thirds (2/3) of the members returning ballots within the succeeding thirty days vote affirmatively, the amendment shall be adopted.

SECTION 3: All amendments to these Bylaws shall be reported in writing by one of the four elected officers of the Association to the appropriate representative of the American School Counselor Association .