



BYLAWS

Massachusetts School Counselors Association

Approved by the Membership April 2020

Effective July 1, 2020

TABLE OF CONTENTS

Article I	Name.....	2
Article II	Purposes.....	2
Article III	Membership.....	2
Article IV	Rights & Privileges.....	3
Article V	Elected Officers/Terms of Office	3
Article VI	Appointed Officers/Terms of Office	4
Article VII	Compensation/Duties of Officers	6
Article VIII	Governing Board	6
Article IX	Executive Council	7
Article X	Committees.....	7
Article XI	Dues	7
Article XII	Conferences, Workshops and Meetings.....	8
Article XIII	Quorum.....	8
Article XIV	Business Affairs	8
Article XV	Indemnification.....	8
Article XVI	Affiliates	9
Article XVII	Delegates to the ASCA Assembly.....	9
Article XVIII	Amendments.....	9
Article XIX	Rules of Order	9

ARTICLE I – NAME

The name of the association shall be the Massachusetts School Counselors Association (MASCA), a division of the American School Counselors Association (ASCA).

ARTICLE II – PURPOSES

The purposes of the Association shall be:

- To advance the school counseling profession in order to maximize the educational/academic, career, and -social-emotional growth of each student;
- To improve the standards of school counseling and the relationships with other pupil personnel services for students in elementary, middle/junior high, high school, and post-secondary settings;
- To develop, implement, and foster interest in school counseling programs;
- To foster a close personal and professional relationship among professional school counselors and with counselors in other settings;
- To foster communication among all counselors and between counselors and other educators;
- To provide professional development opportunities for professional school counselors, counselor educators, counselors-in-training, and others who would benefit from a knowledge of counseling theory and practice;
- To provide a forum for counselors to address issues pertinent to the needs of their students and today's society;
- To publish scientific, educational, and professional materials;
- To establish and maintain ongoing communications with local, state and national governmental agencies and professional counseling associations;
- To maintain an ongoing public relations program;
- To assume an active role in helping people to understand and improve such services;

ARTICLE III – MEMBERSHIP

Section 1. Professional Membership: Only those individuals holding Professional Membership, Retired Membership (if otherwise eligible for Professional Membership), or any category of Honorary Membership in the Association will be eligible to vote, hold office, and/or serve on the Governing Board and/or Executive Council of the Association.

Section 2. Professional Membership in the Association shall be open to those who are/were licensed by the Massachusetts Department of Elementary and Secondary Education (DESE) as professional school counselors or directors of school counseling and who are/were employed as school counselors or directors of school counseling in schools in Massachusetts, or who are currently employed in counselor education, college counseling and/or admissions in colleges in Massachusetts which are members of the New England Association of Schools and Colleges (NEASC) and/or the National Council for Accreditation of Teacher Education (NCATE) and/or the Council for Accreditation of Counseling and Related Educational Programs (CACREP).

Counselors eligible for Professional Membership will not be eligible for any other category of membership defined in this section except Retired Membership.

Section 3. Associate Membership: Associate Membership in this Association shall be open to any person, institution, or organization interested in school counseling and not eligible for any other type of membership.

Section 4. Student Membership: Student Membership in this Association shall be open to those who are enrolled in a degree program leading to certification in school counseling.

Section 5. Retired Membership: Retired members of MASCA who have reached the age of 55 shall be eligible for Retired Membership status.

Section 6. Honorary Membership: Honorary Membership may be conferred for one year by the Governing Board upon those persons who by their outstanding contributions have distinguished themselves as professional members of MASCA and contributed to the attainment of the goals of the Association.

Section 7. Honorary Life Membership: Honorary Life Membership in this Association may be conferred by the Governing Board upon those persons who have distinguished themselves and contributed to the advancement of school counseling and/or contributed to the attainment of the goals of the Association.

Section 8. Severance of Membership: A member may be removed from membership for the following reasons:

- 1). non-payment of dues. Refer to the MASCA Policy Manual for the specific process.
- 2). for any conduct that tends to injure the Association, adversely affects its reputation or which violates the principles stated in the MASCA By-laws or ASCA Code of Ethics. It shall be the responsibility of the Governing Board, upon investigation, to determine whether or not a member is removed for such reasons. Refer to the MASCA Policy Manual for the specific process.
- 3). if the member no longer qualifies for a membership category according to these By-Laws.

Section 9. Non-Discrimination: The Association will not knowingly engage in or support activities which discriminate on the basis of race, color, religion, gender, national origin, ancestry, age, marital status, sexual identity, gender identity, economic status, disability or veteran status.

Section 10. Verification: The Membership Coordinator and/or Executive Director may request proof of eligibility for any of the membership categories.

ARTICLE IV – RIGHTS & PRIVILEGES

Section 1. Only professional members or retired members who previously held Professional Membership shall be eligible for elective office to the Board of Directors of the Association. Appointed Officers/Office staff/contracted service positions will be filled with the most qualified individual. Preference, of those equally qualified, will be given to MASCA members. All appointed positions will be advertised on the MASCA website, via email to members, and/or in any regularly released news communications (electronic or print).

Section 2. Only Professional Members or Retired Members who previously held Professional Membership shall be eligible to vote and initiate motions at parliamentary proceedings of the Association.

Section 3. All members, regardless of category of membership, will receive all publications of the Association.

Section 4. Retired members attending any of the professional development programs directly sponsored by the Association will only pay one third of the registration rate for professional members and pay any cost of meals charged to the Association for that event.

ARTICLE V – ELECTED OFFICERS AND TERMS OF OFFICE

Section 1. The elected officers of the Association shall be: Board Chair, Assistant Board Chair and

seven (7) additional Board Members

Section 2. There shall be three Board Members elected at large every year from among eligible members of the Association. Their term shall be three years, and no member may serve more than two consecutive terms. After one year off the board, they may be elected again.

Section 3. The Board Assistant Chair shall automatically become Board Chair of the Association upon the death or resignation of the Board Chair. In the event the Board Assistant Chair should resign or be unable to complete the term, or the Board Chair's unexpired term, the Governing Board will then elect a qualified member from the remaining Board members to fill any such vacancy.

Section 4. the Board Chair and Assistant Chair are elected by vote of the elected Board members at the last scheduled meeting of the Board but before June 30. These appointments are only for one year.

Section 5. The Board Chair and Assistant Chair must be members of ASCA and therefore will have their dues paid for by the Association. Other Board members are strongly encouraged to join ASCA.

Section 6. The Nominating and By-Laws Committee shall be chaired by an elected Board Member who is not running for re-election and coordinated by the Executive Director. Elections shall be conducted under the following guidelines:

- A statewide call for Board Members shall be made to all members on the MASCA website, via email to members, and/or in any regularly released news communications (electronic or print)..
- Candidates shall collect a minimum of 10 signatures from MASCA members and submit nomination forms and a resume prior to March 1.
- The Committee shall then meet to prepare the ballot. Write-in candidates shall be allowed regardless of the number of candidates.
- Ballots shall be distributed to all members via mail or electronic means at least two weeks prior to the conclusion of the annual spring membership conference. Voting shall cease on the last day of the spring conference. Ballots shall be counted by the Executive Director and members of the Nominating and By-laws Committee.

Section 7. A board member may be removed from office for cause by two-thirds vote of the Governing Board members present and voting. Members of the Board will be given written notice prior to the date of the meeting that a "Removal from Office" item is on the agenda.

Section 8 – If an elected Board Member resigns or dies while in office, the Governing Board may appoint another qualified member to complete the term or if the vacancy occurs near the normal election cycle, can determine to solicit an elected candidate to complete the unexpired term.

ARTICLE VI – APPOINTED OFFICERS AND TERMS OF OFFICE

Section 1. The appointed officers of the Association shall be:

Coordinator of Membership*
Newsletter Editor*
Executive Director
Secretary*

The office staff/contracted services may consist of:

Clerical Bookkeeper

Coordinator of Professional
Development Webmaster

*These positions may fall into the office staff/contracted services positions if no qualified MASCA member is interested in the position.

Section 2. The appointed officers/office staff/contracted services of the Association shall be appointed annually by the Executive Council, subject to the approval of the Governing Board. These appointments shall be reviewed no later than March annually.

Section 3. Vacancies in all paid appointed positions except the Executive Director will be filled in accordance with the process outlined below:

- The position will be on the MASCA website, via email to members, and/or in any regularly released news communications (electronic or print). in such a manner that the duties are defined and a closing date for receipt of letters of intent is established.
- A screening committee will be designated by the Executive Director to solicit and review applications and conduct interviews with all applicants whose letters of intent are received by the closing date established in the posting.
- All members of the screening committee who are present for a majority of the interview sessions will be allowed to participate in the vote of the screening committee.
- The screening committee will inform the Executive Council as to the outcome of its vote including the number of votes received by each candidate interviewed.
- The screening committee will recommend to the Executive Council the candidate receiving the highest number of votes from the members of the screening committee.
- The Executive Council will select the candidate to be recommended to the Board. The Executive Council is not bound to nominate the candidate receiving the highest number of votes from the screening committee; however, should this occur, the Executive Council must make this fact known to the Board at the time of nomination and recommendation of a candidate.
- The Board will vote only on the nominee presented to it by the Executive Council. Should this candidate fail to receive a majority of the votes cast, the Executive Council shall reconvene for the purpose of nominating another candidate. The Board shall vote only on the name or names submitted to it by the Executive Council.

Section 4. An appointed officer/office staff/contracted service may be removed from office for cause by two-thirds vote of the Governing Board members present and voting. Members of the Board will be given written notice prior to the date of the meeting that a "Removal from Office" item is on the agenda.

Section 5. The Board may choose to not fill any of the office staff/contracted services positions if voted upon by a two-thirds majority of the Board. Section 6. A resignation or non-renewal of the Executive Director will be filled in accordance with the process outlined below:

- The position will be posted on the MASCA website, via email to members, and/or in any regularly released news communications (electronic or print) in such a manner that the duties are defined and a closing date for receipt of letters of intent is established.
- A screening committee of at least four individuals will be designated by the Board Chair to solicit and review applications and conduct interviews with all applicants whose letters of intent are received by the closing date established in the posting.
- All members of the screening committee who are present for a majority of the interview sessions will be allowed to participate in the vote of the screening committee.
- The screening committee will inform the Executive Council as to the outcome of its vote including the number of votes received by each candidate interviewed.

- The screening committee will recommend to the Executive Council the candidate receiving the highest number of votes from the members of the screening committee.
- The Executive Council will select the candidate to be recommended to the Board. The Executive Council is not bound to nominate the candidate receiving the highest number of votes from the screening committee; however, should this occur, the Executive Council must make this fact known to the Board at the time of nomination and recommendation of a candidate.
- The Board will vote only on the nominee presented to it by the Executive Council. Should this candidate fail to receive a majority of the votes cast, the Executive Council shall reconvene for the purpose of nominating another candidate. The Board shall vote only on the name or names submitted to it by the Executive Council.

ARTICLE VII – COMPENSATION AND DUTIES OF OFFICERS

Section 1. *Compensation and Expenses of Elected Officers:* The elected officers of the Association shall not receive any compensation for services, but their necessary expenses shall be paid as approved by the Governing Board, consistent with the financial policies and procedures of the Association.

Section 2. *Compensation and Expenses of Appointed Officers:* The following appointed officers/office staff/contracted services and Committee Chairs of the Association shall be compensated for services in an amount to be reviewed and determined annually by the Governing Board: Executive Director, Secretary, Newsletter Editor, Coordinator of Membership, Coordinator of Professional Development, Webmaster, Conference Committee Chair and Government Relations and Advocacy Committee Chair. In addition, necessary expenses shall be paid as approved by the Board, consistent with the financial policies and procedures of the Association.

Section 3. *Duties and Responsibilities:* Duties and responsibilities of all Board Members and committee chairpersons are as currently described in the Policy Manual of the Association or as may be revised by vote of the Executive Council.

ARTICLE VIII – GOVERNING BOARD

The Governing Board of the Association shall consist of the elected and appointed officers of the Association. If a voting position is not filled through election or appointment, it will not be counted towards quorum.

Section 1. *Voting Members:* Voting members of the Board shall include the Board Chair, Board Assistant Chair, and the remaining seven (7) elected board members. A member who fails to attend (in- person or conference call) 75% of all board meetings in one fiscal year will lose voting privileges for the remainder of that year.

- 1.a. A representative from each Massachusetts school counseling affiliate associations is welcomed to attend all Board meetings.
- 1.b. Honorary/Life Members are welcome to attend all Board meetings.
- 1.c. Committee chairs are expected to attend all Board meetings in person or via conference call.

Section 2. *Powers and Functions:* The Board shall conduct the business of the Association consistent with established policies and procedures.

Section 3. *Meetings:* The Board shall meet at least three times per year. Other meetings of the Board may be held at the call of the Board Chair with the approval of the Executive Council.

ARTICLE IX – EXECUTIVE COUNCIL

Section 1. The Executive Council of the Board shall consist of the Board Chair, Board Assistant Chair, and the Executive Director. A member who fails to attend (in-person or conference call) 75% of all Council meetings in one fiscal year will lose voting privileges for the remainder of that year.

Section 2. The Executive Council shall act for the Governing Board during the intervals between its meetings, but within the limits of any decisions or policies adopted by the Governing Board.

Section 3. The Board Chair may invite committee chairs and other members of the Association to meet with the Executive Council as needed.

Section 4. Only elected officers of the Association will have the privilege of introducing motions and voting in meetings of the Executive Council.

ARTICLE X – COMMITTEES

Section 1. The committees of the Association shall consist of standing committees and Ad Hoc committees.

Section 2. Committee chairs will serve a term of three years with a limit of three consecutive terms with the exception of the Fiscal Oversight Committee and the Nominating and Bylaws Committee, which are chaired by a voting Board member appointed annually. Vacant committee chair positions will be filled by the Board Chair with approval by the Governing Board no later than the final meeting of the fiscal year. Ad Hoc committee chairs may be appointed annually by the Board Chair as long as the need for the Committee exists.

Section 3. All committee chairs shall complete a committee report for each Board meeting and file a written report annually to the Executive Director, such report to be filed at least two weeks before the Leadership Development Institute.

Section 4. The standing committees of the Association are described in detail in the Policy Manual.

Section 5. Ad Hoc committees may be established as needed with the approval of the Governing Board serving until, in the opinion of the Governing Board, the purpose of said committee is accomplished.

Section 6. New standing committees may be established by a two-thirds vote of those members of the Governing Board present and voting.

Section 7. Existing standing committees may be disbanded by a two-thirds vote of those members of the Governing Board present and voting.

ARTICLE XI – DUES

Section 1. The annual dues of the Association shall be fixed by the Governing Board.

Section 2. Annual dues for Associate Members shall be the same as the annual rate for Professional Members.

Section 3. Annual dues for Student Members shall be one-third of the annual rate for Professional Members, rounded to the next highest five-dollar (\$5.00) amount.

Section 4. Annual dues for Retired Members shall be one-third of the annual rate for Professional Members, rounded to the next highest five-dollar (\$5.00) amount.

ARTICLE XII – CONFERENCES, WORKSHOPS, AND MEETINGS

Section 1. A conference shall be held annually.

Section 2. Other workshops, conferences, and meetings of the Association shall be held at such times and places as determined by the Board or officers or committee chairs of the Association.

Section 3. The Association shall hold at least one general membership meeting each year, typically held in conjunction with the annual conference.

ARTICLE XIII – QUORUM

Section 1. A quorum of fifty-one percent of voting members of the Governing Board and fifty-one percent of voting members of the Executive Council must be present at meetings to conduct the business of the Association.

Section 2. Unless otherwise specified in these bylaws, a majority of fifty-one percent of the votes of the Governing Board and/or Executive Council must be received to adopt a motion.

ARTICLE XIV – BUSINESS AFFAIRS

Section 1. The fiscal year of the Association shall be from July 1 to June 30.

Section 2. Property of the Association: In the event the Association should be dissolved, none of its property shall be transferred to any of the members. Instead, all of its property shall be transferred to such organizations as the Governing Board shall determine to have purposes and activities most nearly consonant with those of the Association, provided however, that such organization shall be exempt under section 501(c)(6) of the Internal Revenue Code or corresponding provisions of the Internal Revenue Laws.

Section 3. *Annual Budget:* The Fiscal Oversight Committee shall be responsible for preparing the proposed budget for the following fiscal year which then must be approved by the Governing Board. Presentation and approval of the budget must occur no later than the last Governing Board meeting of the current fiscal year.

Section 4. *Financial Review:* All the financial records of the Association will be submitted first to the Fiscal Oversight Committee upon completion of the fiscal year (June 30). Upon completion of its review, the Executive Director will be responsible to submit the documents to a reputable accounting firm. The completed document will be presented by the Executive Director to the Governing Board no later than December 31 of the current calendar year for its approval.

Section 5. *Oversight:* The Executive Director shall oversee all fiscal matters of the Association.

ARTICLE XV – INDEMNIFICATION

Section 1. The Association shall indemnify each member of the Governing Board and each of its officers and office staff as described in these By-laws for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these By-Laws, in a manner and to the extent permitted by applicable law.

Section 2. The Association shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceedings, or an appeal therein, 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 believe 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 his or her conduct was 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 find that, of (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.

Section 3. Every reference herein to a member of the Governing Board or officer of the Association shall include every member or officer thereof or former member and officer thereof. This indemnification shall apply to all judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising allowable as 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 otherwise be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE XVI – AFFILIATES

Section 1. A group which has a common purpose and/or location, i.e., geographical area, directors of school counseling, vocational counselors, etc. may request recognition as an official MASCA affiliate. Affiliate charters may be granted or revoked following due process as set forth in MASCA policies that address affiliate groups.

ARTICLE XVII – DELEGATES TO THE ASCA ASSEMBLY

Section 1. The Governing Board is empowered to appoint two representative(s) to the ASCA Delegate Assembly, Leadership Development Institute and Annual Conference . Such delegate(s) must include the Board Chair and if possible, the Assistant Chair and/or Executive Director as of July 1st of the coming fiscal year. All delegates must be professional members of ASCA. The Board may choose to send additional non-voting delegates. The expenses of all delegates will be paid for following procedures outlined in the Policy and Procedures Manual.

ARTICLE XVIII – AMENDMENTS

Section 1. Amendments to these bylaws may be proposed by an individual member provided they have the signature of at least ten MASCA members, or the Governing Board.

Section 2. These by-laws may be amended by a two-thirds majority of those members present at the annual meeting or special meeting of the Association. A special meeting to approve by-law changes can be voted upon by the Governing Board. All members must be notified on the MASCA website, via email to members, and/or in any regularly released news communications (electronic or print). via email, at least 30 days prior to the vote when the meeting is scheduled to vote on by-law changes and what the proposed changes are. Amended by-laws go into effect at the beginning of the next fiscal year unless otherwise stated.

Section 3. The By-laws of the Association shall be reviewed annually by the Nomination and By-Law Committee.

ARTICLE XIX – RULES OF ORDER

Section 1. The most recent version of Robert’s Rules of Order, Newly Revised, (by Henry Martin Robert), shall guide the proceedings of all bodies of the Association except where otherwise specified in these Bylaws.