

**BYLAWS  
of the  
ARIZONA SCHOOL COUNSELORS ASSOCIATION, INC.**

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**ARTICLE I – NAME AND PURPOSES**

The name of the organization shall be the Arizona School Counselors Association, Inc. (AzSCA, Inc.), the state division of the American School Counselor Association (ASCA).

The purposes of this association shall include the following:

- a. To be the professional organization for school counseling.
- b. To provide an organization through which those engaged in professional school counseling can exchange ideas, seek solutions to common problems and stimulate their professional growth.
- c. To establish and improve standards of professional programs in school counseling.
- d. To stimulate, promote, and conduct research in the field of school counseling. e. To assume an active role in helping others in educational institutions and in the community understand and improve school counseling programs.
- e. To coordinate school counseling programs with other student services.
- f. To support state legislation and policy that is in the best interest of school counselors and the children of Arizona.
- g. To publish and/or disseminate educational and professional materials related to school counseling.

**ARTICLE II – MEMBERSHIP**

The Arizona School Counselors Association, Inc. shall be a professional organization for school counselors in Arizona. AzSCA, Inc. shall offer five types of membership: Professional, Student, Retired, Lifetime, and Affiliate. Membership shall be open to all who meet the qualifications for membership as stated in Article II.

- a. *Professional Membership.* Professional members must be credentialed as school counselors by a state, district, or territory of the United States or the credentialing agency of the country in which they practice and must hold a Master's degree or higher in school counseling or the substantial equivalent or must be employed as counselor educators in a graduate degree program that prepares school counselors.
- b. *Student Membership.* Student members must be engaged in a planned program of counselor education designed to result in a degree in school counseling or in state certification as a school counselor.
- c. *Retired Membership.* Retired membership shall be available to individuals who have retired from school counseling. Retired members must meet the requirements for Professional membership and must not be employed as a full time school counselor.
- d. *Lifetime Membership.* Lifetime membership is granted to all AzSCA, Inc. past presidents and past Chairs of the Board.
- e. *Affiliate Membership.* Individuals interested in school counseling who are not certified as school counselors in Arizona and do not qualify for any other type of membership, may become Affiliate members

An active member is one who has currently paid dues. Membership includes the privileges of voting, holding office, and serving on committees which shall be accorded to all active members, with the exception of Affiliate members holding office.

**Severance of Membership.** Membership may be revoked or denied for nonpayment of dues or for conduct contrary to the ASCA Ethical Standards.

**Dues.** Dues shall be approved by the AzSCA, Inc. Board of Directors. Reduced membership dues will be granted to Retired and Student members. Lifetime members will not be required to pay membership dues.

**Nondiscrimination.** The Arizona School Counselors Association, Inc. does not knowingly engage in or support activities, which discriminate on the basis of race, color, sex, religion, national origin, sexual orientation, disability, or age.

### **ARTICLE III – OFFICERS AND BOARD OF DIRECTORS**

1. Powers and Functions.
  - a. The Board of Directors shall conduct the governance of AZSCA, Inc. but shall not take any action contrary to Bylaws.
  - b. The Board of Directors shall create policies and procedures to carry out the mission of AZSCA, Inc.
2. Board of Directors. The officers of the association shall be the Chair, Assistant Chair, Past Chair and an additional at large six Directors.
  - a. *Chair.* The term of Chair shall be for 1 year.
  - b. *Assistant Chair.* shall automatically become Chair of the Association, one year after the commencement of his/her term of office as Assistant Chair, or upon the death or resignation of the Chair. In the event an Assistant Chair should resign or be unable to complete the term the Board of Directors will appoint a Director to fill this position. Qualified candidates are elected directors to the Board of Directors.
  - c. *Past Chair.* shall serve for one year following the expiration of the term as Chair.
  - d. In the event that the Chair does not complete a full term for any reason, the Board of Directors will appoint his/her replacement, who will be the Interim Chair. The Interim Chair will be selected from the Directors who were elected to the Board of Directors. The Interim Chair will hold office of Chair for the unexpired remainder of the outgoing Chair's. The Board of Directors will then appoint a replacement to serve the remaining term on the Board of Directors. At the conclusion of the interim period of time the Chair progression will continue as normal, with the Interim Chair moving to Past Chair, the Assistant Chair moving to Chair, and a new Assistant Chair being elected by the Board of Directors. In addition, the outgoing Chair will submit a letter of resignation to the Board of Directors. In the event that the Past Chair does not complete a full term for any reason, the Board of Directors will make an appointment from the general board to fill this role.
  - e. The voting members of the Board of Directors shall consist of Chair, Assistant Chair, Past Chair, and six at-large Directors.

- f. The Chair of the Board shall be an elected Director on the Board of Directors who is selected by the members of the Board of Directors to serve a one-year term as the Chair of the Board, in accordance with policies and procedures that address Governance.
  - g. The Assistant Chair of the Board shall be an elected Director on the Board of Directors who is selected by the members of 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.
  - h. At-large Directors shall be elected by the AZSCA membership to serve a three-year term to take actions or to make decisions on behalf of the members in accordance with AZSCA policies and procedures that address Governance.
  - i. Directors shall not serve more than two elected terms on the Board of Directors or a maximum of seven years.
  - j. Directors must be AZSCA, Inc. and ASCA Members.
  - k. The term of office for any elected officer shall coincide with the fiscal year of AzSCA, Inc.
  - l. Nominations and Elections of Officers. Refer to the AzSCA, Inc. policies and procedures for additional information.
3. Duties of Officers
- a. Chair of the Board
    - i. The Chair will be familiar with the policies and bylaws of the Arizona School Counselor Association, Inc. and with the professional responsibilities of being the AzSCA, Inc. Chair. The Chair shall serve as the presiding officer of AzSCA, Inc., The Governing Board and the Board of Directors. The Governing Board shall be composed of the Board of Directors and committee members.
    - ii. The Chair, with the approval of the Board of Directors, shall appoint all committees as needed.
    - iii. The Chair is responsible for executing the requirements of these bylaws.
    - d. The Chair shall make an annual report of the association's activities to the Governing Board, the Annual Business Meeting, and the ASCA Delegate Assembly. The Governing Board may require additional reports.
    - iv. The Chair or designee shall be the official liaison of and spokesperson for AzSCA, Inc. to other professional organizations, to local, state, and national agencies, and to the media.
    - v. The Chair shall serve as first delegate to the ASCA Delegate Assembly. Second delegate is the Assistant Chair. Additional delegates and/or representatives shall be made by the Board of Directors acting upon the recommendation of the Chair.
  - b. Assistant Chair
    - i. The Assistant Chair shall be named as Secretary on the Arizona Corporation Commission.
    - ii. The Assistant Chair shall perform other duties as may be directed by the Governing Board and/or Chair.
  - c. Additional Elected Board of Director Positions.
    - i. Directors shall act as a liaison to a committee. Director shall maintain regular contact with and give support to their assigned committee chairpersons regarding their responsibilities.
    - ii. Duties and responsibilities of the six at-large Directors are outlined in the Policies and Procedures.

4. Vacancies.
  - a. In case of a vacancy of at-large Director the Board of Directors shall appoint a replacement who fulfills all required qualifications.
  - b.

## **ARTICLE IV – ELECTIONS**

The Arizona School Counselors Association, Inc. will conduct an annual election for Board of Director Positions in accordance with the American School Counselor Association guidelines. Ballots will be distributed to active members per policies and procedures. The Nominations and Elections Committee shall make nominations and conduct elections according to association policies.

To be eligible for any elected office, a candidate must be a member of AzSCA, Inc. and ASCA. He or she must be a certified school counselor, in good standing. Candidates for elected office must be advocating for the implementation of the ASCA National Model and be knowledgeable of the changing role of school counselors moving to “One Vision, One Voice”.

## **ARTICLE V – FINANCE**

Membership dues, recommended by the AzSCA, Inc. Governing Board shall be paid annually on the renewal date of having joined the association.

The Board of Directors by majority vote shall approve the annual budget of the association. The Chair and/or Governing Board shall authorize the expenditure of all association funds. The fiscal year of the association shall be July 1 to June 30.

## **ARTICLE VI – COMMITTEES**

The Chair shall appoint ad hoc and standing committees as necessary to serve the needs of the association.

## **ARTICLE VII – MEETINGS**

The Association will conduct meetings during the year as decided by the Chair and/or Board of Directors. These meetings are open to all members and nonmembers. Special meetings may be called by the Chair or the Board of Directors. Two thirds of the Board of Directors shall constitute a quorum. Only the votes of elected officers will be recorded. Minutes of the regular and special meetings will be recorded.

## **ARTICLE VIII – PUBLICATIONS/COMMUNICATIONS**

Regular updates and communication shall be made available to all members.

## **ARTICLE IX – AMENDMENTS**

Active AzSCA members may propose an amendment to the By-Laws.

The method and procedures of furnishing the membership with the proposed changes shall be determined by the Board of Directors.

A majority vote of the membership present at the annual business meeting shall be necessary to add an amendment or ratify revisions to the bylaws.

These bylaws shall take effect immediately following its adoption and shall be available to any member on the AzSCA, Inc. website.

## **ARTICLE X – INDEMNIFICATION**

The Association shall indemnify each member of the Board of Directors and each of its elected and appointed officers as described in Article III of the ByLaws 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.

The Association shall indemnify each of its 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 interest of the Association and, in the case of criminal action or proceedings, 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 Board of Directors acting (1) by quorum consisting of Board of Directors members who are not parties to such action or proceedings upon a find that, of (2) if a quorum under (10 is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that, the Board of Directors or officer has met the foregoing applicable standard of conduct. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law on the advice of independent legal counsel. Every reference herein to a member of the Board of Directors 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 or adversely affect such rights.

Submitted by the Bylaws Committee:  
1967, 1993, 1998, 2001, 2002

Revised:  
10/1985 John Bloom  
3/1991 David Shuff  
3/1993 Claudia Roels

3/1998 Jan Sears  
3/2001 Claudia Roels  
9/2002 Claudia Roels, Faye Olderog  
1/2007 Bylaws Committee  
3/25/2013 Bylaws Committee  
3/10/2015 Mindy Willard & AzSCA Board  
2/27/2017 Revised by Meg Hughart & AZSCA Board  
2/11/2021 Revised by Sarah Skemp & AzSCA Board of Directors