

ARKANSAS SCHOOL COUNSELOR ASSOCIATION  
Bylaws of  
THE ARKANSAS SCHOOL COUNSELOR ASSOCIATION  
Adopted September 1978  
Revised October 1983, November 1985, November 1986,  
November 1996, November 2000, November 2005, June 2006,  
November 2011, July 2014, July 2018

**ARTICLE I: NAME, AFFILIATION AND MISSION**

ARTICLE I, SECTION 1. The name of the Association shall be the Arkansas School Counselor Association (ArSCA).

ARTICLE I, SECTION 2. ArSCA shall be the Arkansas state division of the American School Counselor Association (ASCA). The Bylaws of ArSCA shall derive its authority from the American School Counselor Association (ASCA) Constitution Bylaws and Position Statements. The ethical standards of the American School Counselor Association and Arkansas Department of Education (ADE) Code of Ethics for Arkansas Educators, shall serve as the ethical standards for the Arkansas School Counselor Association.

ARTICLE I, SECTION 3. ArSCA expands the image and influence of school counselors. ArSCA empowers school counselors with the knowledge, skills, linkages, and resources to promote equity and access to a high-quality education and overall success for every student in the school. The mission of ArSCA shall be to represent school counselors and to promote professionalism and ethical practices.

**ARTICLE II: MEMBERSHIP**

ARTICLE II, SECTION 1. Types of Membership.

ArSCA shall include four types of membership: Professional, Retired, Student, and Affiliate.

ARTICLE II, SECTION 2. Requirements of Membership.

In order to qualify for one of the four types of membership, the following requirements must be met for each category of membership being sought.

II-2a. Professional Membership. School counseling professionals who hold a master's degree or higher in school counseling or the substantial equivalent and are employed as K-12 school counselors, supervisors of school counselors, or professors of counseling in a graduate program that prepares school counselors are eligible for Professional membership.

II-2b. Retired Membership. Professional members in retirement are eligible for Retired membership.

II-2c. Student Membership. Students enrolled in a master's level program that prepares school counselors are eligible for Student membership.

II-2d. Affiliate Membership. Individuals interested in school counseling, who are not eligible for any other type of membership, are eligible for Affiliate membership.

#### ARTICLE II, SECTION 3. Dues.

Dues for all categories of membership shall be set by the ArSCA Board of Directors established in accordance with ArSCA policies and procedures that address membership.

#### ARTICLE II, SECTION 4. Rights and Privileges.

All members shall receive the rights and privileges according to their membership categories as set forth in ArSCA policies and procedures that address membership. Notwithstanding the foregoing, only Professional and Retired Members shall be considered members for purposes of the Arkansas Nonprofit Corporation Act, which governs the operations of ArSCA.

#### ARTICLE II, SECTION 5. Severance of Membership.

Association members who do not renew their membership before their membership expiration date will no longer be considered members of ArSCA. Membership may be canceled for revocation of license or credential due to violation of ArSCA/ASCA Ethical Standards for School Counselors or ADE's Code of Ethics for Arkansas Educators. (See ArSCA policies and procedures that address membership for details.)

#### ARTICLE II, SECTION 6. Nondiscrimination.

ArSCA does not knowingly engage in or support activities that discriminate on any basis as addressed in ArSCA/ ASCA's Ethical Standards for School Counselors nor the ADE Code of Ethics for Arkansas Educators.

### **ARTICLE III: REGION DIVISIONS**

ARTICLE III, SECTION 1. Organization of Region Divisions.

Any group of ArSCA members residing or working within a region may organize a new region with approval of the ArSCA Board of Directors provided that the group consists of at least 25 Professional or Retired ArSCA members.

ARTICLE III, SECTION 2. Formation of a New Region.

III-2a. Groups that desire to form a region must submit proposed region bylaws and application to the ArSCA Board of Directors.

III-2b. The applicant's Bylaws and other governance documents shall be reviewed and approved by the ArSCA Board of Directors to ensure they are not in conflict with ArSCA Bylaws. The ArSCA Board will present the proposed region to the membership at large for vote.

III-2c. Region status will be granted upon affirmative vote by the ArSCA Board of Directors and the ArSCA Membership.

III-2d. Region status will take effect starting the following fiscal year.

ARTICLE III, SECTION 3. Region Leadership.

The elected ArSCA voting Region Board Members must be members of ArSCA.

ARTICLE III, SECTION 4. Revocation of Region Status.

A Region's status may be reviewed and revoked following due process as set forth in ArSCA policies and procedures.

### **ARTICLE IV: MEMBERSHIP REPRESENTATION**

ARTICLE IV, SECTION 1. Composition.

IV-1a. Membership representation shall be composed of voting members of the ArSCA Board of Directors and ArSCA Professional or Retired Members.

IV-1b. Voting members shall be selected in a manner that the region chooses; however, voting members must be Professional or Retired Members of ArSCA.

ARTICLE IV, SECTION 2. Functions of the General Membership Business Meeting.

IV-2a. The General Membership Business Meeting represents the ArSCA membership.

IV-2b. The General Membership Business Meeting identifies current issues, trends and concerns that impact the policies of ArSCA.

IV-2c. The General Membership Business Meeting provides recommendations to the ArSCA Board of Directors, committees, and task forces.

IV-2d. The General Membership Business Meeting approves revisions to the ArSCA Bylaws.

IV-2e. The General Membership Business Meeting performs other functions in the best interest of ArSCA, not in conflict with the Bylaws and specifically assigned by the ArSCA Board of Directors.

#### ARTICLE IV, SECTION 3. Meetings.

IV-3a. The General Membership Business Meeting shall meet annually during the ArSCA Conference. Additional meetings may be called by a majority vote of the ArSCA Board of Directors.

IV-3b. The active members present at any Membership Business Meeting of which written notice has been duly given shall constitute a quorum.

IV-3c. Any Professional or Retired Member of the General Membership Business Meeting shall have one vote.

IV-3d. Decisions of the General Membership Business Meeting shall be made by a simple majority vote.

IV-3e. General Membership Business Meetings shall be conducted in accordance with standing rules adopted by the ArSCA Board of Directors.

### **ARTICLE V: ArSCA BOARD OF DIRECTORS AND OFFICERS**

#### ARTICLE V, SECTION 1. Officers.

The elected officers shall serve as the ArSCA Board of Directors. The elected officers shall be President, President Elect, Immediate Past President, Region Presidents, Elementary, Middle/ Junior High, High School, and Post-Secondary Vice Presidents. The elected officers shall be ArSCA Professional Members.

#### ARTICLE V, SECTION 2. Powers and Functions.

V-2a. The ArSCA Board of Directors shall conduct the governance of ArSCA but shall not take any action contrary to the Bylaws adopted by the ArSCA membership.

V-2b. The ArSCA Board of Directors shall create policies and procedures to carry out the mission of ArSCA.

ARTICLE V, SECTION 3. ArSCA Board of Directors.

V-3a. The voting members of the ArSCA Board of Directors shall consist of elected officers.

V-3b. The President. The ArSCA President shall serve a two-year term as the Chair of the ArSCA Board in accordance with policies and procedures.

V-3c. President Elect. The President Elect shall automatically become President of the Association two years after the commencement of the term of office as President Elect or upon the death or resignation of the President.

V-3d. Immediate Past President. The Immediate Past President shall serve for two years following the expiration of the term as President.

V-3e. Vice Presidents. There shall be four Vice Presidents elected at large. A person elected to a position as Vice President shall be employed as a school counselor in the work setting to be represented: elementary, middle/ junior high, and secondary. Post-Secondary Vice President must be a counselor educator to serve on the ArSCA Board.

V-3f. Vice Presidents shall be selected for a two-year term. The Elementary and Secondary Vice Presidents' term ends on odd-numbered years. The Middle/Jr High and Post-Secondary Vice Presidents' term ends on even-numbered years.

V-3g. Region Presidents. Each elected Region President shall serve a term on the ArSCA Board that coincides with their elected term(s) of office in their respective region.

V-3h. An elected officer shall not serve a consecutive term in office.

V-3i. The term of office for any elected officer shall coincide with the fiscal year of ArSCA.

V-3j. Elected officers must be ASCA Professional Members. Officers are responsible for their ASCA membership dues at their own personal expense.

ARTICLE V, SECTION 4. Nominations and Elections of ArSCA Board of Directors.

V-4a. The President Elect and two Vice Presidents shall be elected biennially, every other year, by ballot through a general election by ArSCA Professional and Retired members held in accordance with ArSCA Policies and Procedures that address Nominations and Elections.

V-4b. A majority of members voting shall carry the election. Voting may be conducted via paper ballot or electronic medium; or in the case of only one candidate for office, verbal affirmation.

V-4c. Candidates for President Elect, Elementary Vice President, Middle/Junior High Vice President, and Secondary Vice President must be employed full-time in school counseling in a K-12 school or school district for a minimum of three years.

V-4d. Candidates for Post-Secondary Vice President must be employed as a counselor educator in a school counselor education program and at least three years school counseling and/or counselor educator experience. Candidates must hold a valid license or certificate issued by the Arkansas Department of Education or equivalent state or federal agency.

V-4e. Candidates must hold a valid school counselor license issued by the Arkansas Department of Education.

V-4f. Candidates must be ArSCA Professional Members and must have been ArSCA Professional Members for at least the three years immediately preceding their candidacy.

V-4g. Candidates are required to complete a yearly ArSCA Leadership Development Institute (LDI) Training. When a board member is unable to attend, he/she shall view the LDI training video and submit a summary to the ArSCA President.

V-4h. Nominations for candidates shall be submitted to the Past President. The Nominations and Elections Committee shall conduct elections in accordance with ArSCA Policies and Procedures that address Nominations and Elections.

V-4i. Candidates whose eligibility changes at any time during the election process must notify the Past President who serves as the Nominations and Elections Committee Chair.

V-4j. If any elected candidate should be unable to assume office by the beginning of ArSCA's Fiscal Year, the candidate with the next highest number of votes in the election shall be asked to serve in the vacant position. If none of the candidates agrees to serve, the ArSCA Board of Directors shall fill the vacancy for the remainder of the fiscal year. At the end of the fiscal year, the position will be reopened via ballot for a one year term.

#### ARTICLE V, SECTION 5. Board of Director Meetings.

V-5a. The ArSCA Board shall plan to meet quarterly, during the annual meeting and at such other times as directed. Such meetings may be held in person, via telephone call, or electronic medium in which all individuals can hear one

another or express self through written communication. Additional meetings of the Board may be called by the President or by majority vote of the Board.

V-5b. Two-thirds of the members of the ArSCA Board of Directors must be present to constitute a quorum.

V-5c. Each member of the ArSCA Board of Directors shall have one vote. Decisions of the Board of Directors shall be made by a simple majority vote.

V-5d. Members of the ArSCA Board of Directors are required to attend all ArSCA Board Meetings and other functions in accordance with ArSCA policies and procedures relating to Governance.

#### ARTICLE V, SECTION 6. Vacancies.

V-6a. In the event of a vacancy in the office of President, the President Elect will assume the President position or the ArSCA Board of Directors may fill the unexpired term.

V-6b. In the event of a vacancy in the office of President Elect, the ArSCA Board of Directors shall select a Past President to fill the unexpired term for the duration of the fiscal year.

V-6c. In the event of a vacancy in the office of Past President, the ArSCA Board of Directors shall select a Past President to fill the unexpired term for the duration of the fiscal year.

V-6d. The Board of Directors shall have the authority to fill any elected office vacancy for which there are no other provisions as listed in the ArSCA Policy and Procedures Handbook.

V-6e. If the board appoints a person to fill an elected vacant position, the appointment shall be the duration of the current fiscal year.

#### ARTICLE V, SECTION 7. Re-Election of Officers.

V-7a. The elected positions of President, President Elect and Past President shall serve a two year term in office for each position (a six year tenure having served in office).

V-7b. The elected Vice President positions shall serve two year tenures in office.

V-7c. An elected officer shall not serve a second term in office within three years of having served his or her tenure in that office.

ARTICLE V, SECTION 8. Removal from Office.

V-8a. An elected officer or member of the ArSCA Board of Directors may be removed from office, for cause, by a two-thirds majority vote of the ArSCA Board of Directors.

V-8b. Any elected ArSCA Board Member who misses two Board Meetings and does not contact the President or other designated officer regarding their absence should be sent a certified letter by the ArSCA President.

V-8c. The certified letter would require the board member to respond to the President concerning their reason for being absent.

V-8d. If the board member does not make contact after receiving the letter, the President will report back to the Board, and the Board will discuss replacing the position by a vote.

V-8e. If the elected member does respond, then it will be the President's responsibility to report to the Board concerning their response.

V-8f. At the discretion of the Board of Directors, a due process committee may be appointed to review any charges against a board member and make recommendations.

V-8g. This committee shall complete its assignment and submit a final report within thirty (30) days after appointment.

ARTICLE V, SECTION 9. Compensation and Reimbursement of Expenses.

V-9a. Members of the ArSCA Board of Directors shall not receive any compensation for services, except necessary expenses which shall be paid in accordance with the ArSCA Policies and Procedures Handbook.

V-9b. Members of the ArSCA Board of Directors shall not benefit financially or materially from their service on the Board, in accordance with ArSCA Policies and Procedures Handbook that addresses Governance and Conflicts of Interest.

**ARTICLE VI: ADDITIONAL POSITIONS AND DUTIES**

All of the positions in Article VI are appointed by the ArSCA Board of Directors. In the event of a vacancy, these positions shall be filled by the ArSCA Board of Directors within thirty (30) days.

ARTICLE VI, SECTION I. Treasurer.

VI-1a. The Treasurer shall maintain ArSCA's financial records, administer the affairs of ArSCA (including financial affairs), and perform other duties incidental to the office of Treasurer, in accordance with ArSCA's mission and vision, subject to the Bylaws and policies and procedures adopted by the ArSCA Board.



VI-1b. The Treasurer shall submit an itemized income and expenditure report to the Board of Directors for its approval.

VI-1c. The Treasurer shall disperse funds as authorized and perform duties as directed by The Association or ArSCA Board of Directors.

VI-1d. The Treasurer should provide a financial report, which shall be presented at the Annual Business Meeting.

VI-1e. The Treasurer shall work parallel with the Office Manager to prepare records subject to audit at the close of the Fiscal Year.

#### ARTICLE VI, SECTION 2. Secretary.

VI-2a. The Secretary shall keep records of all meetings and shall perform other duties incidental to this office, in accordance with ArSCA's mission and vision, subject to the provisions of its Bylaws and policies and procedures adopted by the ArSCA Board.

#### ARTICLE VI, SECTION 3. Parliamentarian.

VI-3a. The Parliamentarian shall be the Past President or a member appointed by the ArSCA Board of Directors.

VI-3b. The Parliamentarian shall be present at all meetings of both the Association and the Board of Directors. Parliamentary procedures for all meetings will be *Robert's Rules of Order*, as time to time amended.

#### ARTICLE VI, SECTION 4. Officer Manager.

VI-4a. The Office Manager shall work with the ArSCA Treasurer and Accountant to keep an accurate record of all dues collected, disperse the funds as authorized and perform such duties as directed by The Association or ArSCA Board of Directors.

VI-4b. The Office Manager shall apply for Professional Development Certification through the Arkansas Department of Education; approve and maintain professional development records for ArSCA events.

VI-4c. In the event of a vacancy, the Board of Directors shall appoint a new Office Manager within 30 days.

VI-4d. The Office Manager shall work parallel with the Treasurer to prepare records subject to audit at the close of fiscal year.

#### ARTICLE VI, SECTION 5. Additional Appointments.

The Board of Directors may appoint other positions as needed.

## **ARTICLE VII: OPERATIONAL STRUCTURE**

Committee guidelines shall be reviewed, revised, and approved by the ArSCA Board of Directors.

### **ARTICLE VII, SECTION 1. Committees.**

ArSCA's committees shall be appointed to accomplish specific tasks within a set timeframe. When a committee includes an individual who is not on the ArSCA Board of Directors, that committee shall function only as an advisory committee and shall not conduct any function reserved for the Board.

VII-1a. Awards, Professional Service, and Recognition. This committee shall plan and coordinate the activities of ArSCA including such things as awards, projects, and scholarships.

VII-1b. Planning and Evaluation. This committee shall plan and coordinate long-range goals for ArSCA and evaluate effectiveness of activities.

VII-1c. Ethics. Committee shall annually review and assist the membership in understanding ASCA's Ethical Standards and the Arkansas Department of Education Ethical Standards for Educators.

VII-1d. Finance. This committee shall develop an initial operating budget annually for consideration, revision, and eventual adoption by the ArSCA Board of Directors. The Board of Directors will implement the operation of the budget by monitoring income and expenditure reports submitted by the Treasurer. The membership of the Finance Committee shall be appointed by the ArSCA President from the membership of the Board of Directors. The committee will be chaired by the Immediate Past President.

VII-1e. Conference Committee. This committee will be responsible for working with the ArSCA President and the Conference Chair in making decisions, assigning tasks and implementing any ArSCA sponsored conference or professional development.

VII-1f. Public Policy and Legislative Committee (PP&L). This committee will work closely with the ArSCA President and Lobbyist. During the Arkansas Legislative Assembly, this committee chair and members will keep abreast of introduced bills that affect the school counselors, students and school districts. This responsibility will require an understanding of the policy process/procedure of passing laws at the state level and organizing methods to best represent the membership of ArSCA.

VII-1g. Membership Committee. This committee shall organize and implement methods and techniques to increase the membership of ArSCA by such legitimate means, as the Board of Directors deems proper.

VII-1h. Public Relations. This committee shall utilize social media, letters, contact with the newspaper and news organizations to advocate for ArSCA as the Board of Directors deems proper.

ARTICLE VII, SECTION 2. Standing Committees.

The ArSCA standing committees shall be the Bylaws Review Committee, the Nominations and Elections Committee, and the Delegate Assembly Committee. Standing committee chairpersons shall submit a written report within thirty (30) days following the end of the fiscal year to the ArSCA Board of Directors.

VII-2a. ArSCA Bylaws Review. The ArSCA Bylaws Review Committee shall review the ArSCA Bylaws and make recommendations to the Board of Directors annually. The ArSCA Bylaws Review Committee shall review all proposed amendments to the ArSCA Bylaws and make recommendations to the Board of Directors. The ArSCA Bylaws Review Committee is appointed by the Board of Directors.

2a-1. The ArSCA President will submit ArSCA Bylaws to ASCA for review.

VII-2b. Nominations and Elections. The committee shall receive, compile, and screen eligibility of nominees for each elective office.

VII-2c. Delegate Assembly Committee.

2c-1. The President and the Past President shall be official delegates to the ASCA Delegate Assembly of the American School Counselor Association on the year when a new President-Elect is voted in office.

2c-2. The President and the President-elect shall be official delegates to the ASCA Delegate Assembly of the American School Counselor Association on years when no election has occurred, or on the 2<sup>nd</sup> year of the president-elect's term in office.

2c-3. The Immediate Past President shall serve as an alternate delegate when the president or president elect cannot attend or when a third Arkansas delegate is required at ASCA Delegate Assembly due to Arkansas membership numbers.

2c-4. In the event the above officers cannot fulfill the duty of delegate, the ArSCA Board of Directors shall select (A) a former ArSCA President (B) a former elected officer or (C) a current elected officer as the delegate(s).

2c-5. An emerging leader will be chosen each year to attend the ASCA conference to build leadership within the organization.

ARTICLE VII, Section 3. Additional Committees.

The Board of Directors or President may appoint additional committees as needed.

## **ARTICLE VIII: BUSINESS AFFAIRS OF ArSCA**

### **ARTICLE VIII, SECTION 1. Fiscal Year.**

The fiscal year shall begin on July 1 and end on June 30 of the following year.

### **ARTICLE VIII, SECTION 2. Property of the Association.**

In the event that ArSCA 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 ArSCA Board of Directors shall determine to have purposes and activities most nearly consonant with those provided by ArSCA, 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 VIII, SECTION 3. Annual Business Meeting.**

VIII-3a. Membership Assembly. The Membership Assembly shall constitute the annual business meeting of the Association.

VIII-3b. Meetings. ArSCA shall conduct at least one Membership Assembly meeting each year. The ArSCA Board of Directors may call additional business meetings of the General Membership.

VIII-3c. Quorum. The active members present at any meeting of the ArSCA General Membership, following duly given written notice, shall constitute a quorum.

### **ARTICLE VIII, SECTION 4. Conflicts of Interest Policy.**

VIII-4a. Purpose. The purpose of the Conflict of Interest Policy is to protect this tax-exempt organization's (Arkansas School Counselor Association) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of ArSCA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **VIII-4b. Definitions.**

4b-1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

4b-2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

4b-2a. An ownership or investment interest in any entity with which ArSCA has a transaction or arrangement,

4b-2b. A compensation arrangement with ArSCA or with any entity or individual with which ArSCA has a transaction or arrangement, or

4b-2c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ArSCA is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article V, Section 9, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### VIII-4c. Procedures.

4c-1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

4c-2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### 4c-3. Procedures for Addressing the Conflict of Interest.

4c-3a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

4c-3b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

4c-3c. After exercising due diligence, the governing board or committee shall determine whether ArSCA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4c-3d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the ArSCA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above

determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4c-4. Violations of the Conflicts of Interest Policy.

4c-4a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

4c-4b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

VIII-4d. Records of Proceedings.

The minutes of the governing board and all committees with board delegated powers shall contain:

4d-1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

4d-2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

VIII-4e. Composition.

4e-1. A voting member of the governing board who receives compensation, directly or indirectly, from ArSCA for services is precluded from voting on matters pertaining to that member's compensation.

4e-2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ArSCA for services is precluded from voting on matters pertaining to that member's compensation.

4e-3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ArSCA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VIII, SECTION 5. Annual Statements.

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

VIII-5a. has received a copy of the Conflicts of Interest Policy,

VIII-5b. has read and understands the policy,

VIII-5c. has agreed to comply with the policy, and

VIII-5d. understands Arkansas School Counselor Association is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VIII, SECTION 6. Periodic Reviews.

To ensure ArSCA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

VIII-6a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

VIII-6b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Arkansas School Counselor Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII, SECTION 7. Use of Outside Experts.

When conducting the periodic reviews as provided for in Article VI, the Arkansas School Counselor Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted, except for such private foundations which expressly provide in their governing instruments that the applicable sections of Arkansas law do not apply to them and except in the case of trusts where otherwise provided by decree of a court of competent jurisdiction.

ARTICLE VIII, SECTION 8. Dissolution.

VIII-8a. Dissolution is authorized by a majority vote of the ArSCA Board of Directors and by the membership by the lesser of (a) two-thirds votes cast, or (b) a majority of the voting power.

VIII-8b. The President shall deliver Articles of Dissolution to the Arkansas Secretary of State in accordance with Arkansas law.

VIII-8c. The President shall deliver written notice of dissolution to all known claimants of ArSCA in accordance with Arkansas law.

VIII-8d. After all known claims have been satisfied, the President shall ensure that all remaining assets of ArSCA will be distributed to a tax-exempt organization with similar purposes as ArSCA.

#### **ARTICLE IX: INDEMNIFICATION**

ARTICLE IX, SECTION 1. ArSCA shall indemnify each member of the Board of Directors and each of the officers 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.

ARTICLE IX, SECTION 2. ArSCA shall indemnify each of the 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 him or her by reason of being or 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 believed to be in ArSCA's best interests 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 Board of Directors acting (1) by quorum consisting of Board of Directors members 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 Board of Directors or officer has met the foregoing applicable standard of conduct. If the undergoing 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.

ARTICLE IX, SECTION 3. Every reference herein to a member of the ArSCA Board of Directors or officer of the Association shall include every member and 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 ArSCA member or officer might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.



## **ARTICLE X: AMENDMENT OF BYLAWS**

### **ARTICLE X, SECTION 1. Amendment.**

These Bylaws of the Arkansas School Counselor Association (ArSCA) may be amended by a majority vote of the members present at Annual Business Meetings.

X-1a. An amendment shall be proposed by the Board of Directors or by petition over the signature of not less than 50 Professional or Retired Members of ArSCA in good standing. Petitions for bylaws amendment must be submitted to the ArSCA Board of Directors not less than 90 days prior to the first session of the Annual Business Meeting of the General Membership Meeting where bylaws revisions will be considered.

X-1b. All proposed bylaw amendment(s) shall be reviewed by the Bylaws Review Committee and approved by the ArSCA Board. If the ArSCA Board approves, a copy of the proposed amendment(s) shall be distributed to the general membership not less than 30 days prior to the annual general membership meeting where bylaws revisions will be considered

X-1c. Bylaws amendments may be voted on by verbal affirmation, paper ballot or electronic medium.