

# **OHIO SCHOOL COUNSELOR ASSOCIATION**

**Ohio Charter No. 1153581**

# **CODE OF REGULATIONS**

Adopted: September 2000

Revised: August 2008

Revised: May 2012

Revised: April 2014

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Next Revision Due to ASCA: August 2018

## **Article I NAME, MISSION AND PURPOSE**

### **1.01 Name**

The name of the Corporation is the Ohio School Counselor Association (OSCA). It is a chartered state affiliate of the American School Counselor Association and an affiliate of the Ohio Counseling Association.

### **1.02 Mission**

The mission of the Ohio School Counselor Association is to empower, unite, and support professional school counselors in their role to promote student success.

### **1.03 Purposes**

The purposes of the Ohio School Counselor Association are to:

- 1) provide relevant professional development opportunities and current information to enhance professional school counselors' knowledge, skill, and professionalism.
- 2) proactively obtain, evaluate, communicate, and impact legislative policy that pertains to school counselors and child advocacy.
- 3) promote professionalism and ethical standards in school counseling.
- 4) develop strategic partnerships to cultivate and enhance the school counseling profession.

## **Article II MEMBERSHIP**

### **2.01 Members**

Members of the Corporation shall be individuals who have met qualifications for membership, have been approved for membership by the Board or its acting agent and who make payment of the dues established by the Board.

### **2.02 Qualifications and Classification**

There shall be three (3) classifications of membership within the Corporation with the following qualifications:

- 1) Professional membership is open to those who are currently employed as a school counselor, those not employed as a school counselor who hold any and all necessary licenses or certificates required of a school counselor, counselor educators and those employed within a related profession whose standards and function are aligned with the mission and purpose of the Corporation.
- 2) Student membership is open to those who are enrolled in a degree program, which would qualify him/her to be a school counselor or a counselor educator.
- 3) Retired membership is open to those who are retired from the profession as a school counselor or from a related profession whose standards and functions are aligned with the mission and purpose of the Corporation.

### **2.03 Application and Dues**

Application for membership shall be completed electronically, in writing on forms approved by the Board or through arranged third-party providers. Membership applications must include the name of the person seeking membership as well as other relevant information determined by the Board as necessary in determining membership. Applications for membership are considered pending until approved by the Board or its agent. All memberships shall be valid for one (1) year from the date the application for membership was approved. Membership will automatically be classified as suspended the day after due and will be maintained for one hundred eighty (180) days, at which point will be terminated. Any application for reinstatement will be treated as a new application for membership.

Membership dues shall be determined by the Board and payable prior to approval of membership application. The Board reserves the right to adjust the membership dues without notice or approval of the Membership.

### **2.04 Rights**

All classifications of membership have the right to:

- 1) participate in standing and action committees,
- 2) attend (but not participate in) meetings of the Board of Directors,
- 3) request an opportunity to address the Board of Directors,
- 4) enjoy all other privileges of membership as determined by the Board of Directors.

In addition to the above named rights, professional and retired Members will also have the right to:

- 1) vote for elected Directors to the Board of Directors pursuant to meeting all qualifications set forth in Article 2.01,
- 2) vote and approve all changes to the Code of Regulations or Articles of Incorporation pursuant to the guidelines set forth in Article 7.01.
- 3) run for election to the Board of Directors pursuant to meeting all qualifications set forth in Article 3.02 and Article 5.02,
- 4) call for a meeting of the Members.

Members wishing to address the Board of Directors must submit in writing their intent to the President no later than thirty (30) days prior to the scheduled Board meeting they wish to attend. All meetings will be posted online at the start of each fiscal year. The intent must include the name of the initiating Member and a detailed description of the nature of the address. Members will be notified in writing no later than five (5) days prior to the scheduled board meeting participation was requested to the approval or denial of their request. Request denials are to be accompanied by an explanation from the President as to the reasoning request was denied. Members approved to address the Board will be allotted a limited time to do so.

### **2.05 Suspension or Termination**

A Member's rights may be suspended or his/her membership terminated after a hearing by the Board. In order for this to result the Board must determine that the member has

ceased to be an eligible member, failed to pay his or her dues in a timely manner, or failed to support the Corporation and its goals or mission. The rights and interests of a Member in the Corporation cease upon the termination of membership. The obligations or liabilities of either party under any contract with the Corporation are not affected by the termination of membership of any Member, but can only be terminated in accordance with the terms of such contract.

#### **2.06 Membership Meeting**

The Corporation will hold an annual meeting of the membership as required by Ohio law R.C. 1702.16 at the time, place and location within the State of Ohio, set by the Board of Directors. Meetings of the Members may be held at such times and places, within the State of Ohio, as may be specified in the notice therefore whenever called by any of the following; the President; the Treasurer; a majority of the Members of the Board of Directors or by written request of ten (10) percent of the number of Professional and Retired Members. Upon a request in writing delivered to the President or to the Secretary by any persons entitled to call such meeting of Members, stating the purposes for which such meeting is called, it shall be the duty of the President or the Secretary to give notice thereof to the Members in the manner set forth in Article 2.07.

#### **2.07 Notice of Membership Meeting**

Written notice of meetings of Members shall state the time, place and purposes thereof and shall, unless waived in writing by such Members, be given by the President or the Secretary to each Member entitled to notice of such meeting by email, personal delivery or by mailing such notice at least ten (10) days but not more than sixty (60) days before the date fixed for such meeting to each Member so entitled to notice of such meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

#### **2.08 Quorum**

At any meeting of Members, there shall be present, in person in order to constitute a quorum, twenty (20) Professional and/or Retired Members of the Corporation.

#### **2.09 Voting**

At any meeting of Members, each person who is a Professional or Retired Member of the Corporation on the date of the giving of the notice of the meeting is entitled to vote at such meeting. At any meeting of Members at which a quorum is present, all questions coming before the Members for decision shall be decided by a vote of a majority of the Members present and voting at the meeting unless greater than a majority of those voting is required by law, the Articles of Incorporation or these Code of Regulations.

#### **2.10 Rescission**

The authorization or taking of any action by vote, consent, waiver or release by the Members of this Corporation may be rescinded or revoked by the same vote, consent, waiver or release as at the time of rescission or revocation would be required to authorize or take such action in the first instance, subject, however to the contract rights of third parties.

### **2.11 Membership Database**

This Corporation shall maintain a membership database, which shall contain the name and address, the date of admission to membership and classification of membership of each Member of this Corporation. Only individuals who are Professional or Retired Members of the Corporation and whose name is reflected in the membership database on the date fixed pursuant to Article 2.09 shall be entitled to vote on any matter properly submitted to Members for their vote, consent, waiver or release or other action.

### **2.12 Action Without Meeting**

To the extent permitted by law, any action that may be authorized or taken at a Member meeting may be authorized or taken without a meeting in a writing or writings signed by not less than a majority of the Members who would be entitled to notice of a meeting of the Members held for such purpose, and such writing or writings shall be part of the records of the Corporation.

## **Article III BOARD OF DIRECTORS**

### **3.01 Number and Positions**

The Board of Directors will consist of a maximum of seventeen (17) elected members who shall hold voting rights on the Board. The total number of voting board members shall be maintained at an odd number and shall be determined by the Board of Directors. The voting members of the Board of Directors shall include the President, President Elect, Past President, Treasurer and Secretary. The remaining positions are to be filled based upon divisions as determined by the Board. The Board shall also include the non-voting position of Past Past-President.

### **3.02 Qualifications**

To be a Director, an individual must meet the following qualifications:

- 1) be a Professional Member of the Corporation in good standing;
- 2) with the exception of any positions designated for higher education representation and all Executive positions, must be employed as a practicing school counselor in a pre K-12 setting at the time of election;
- 3) hold a valid school counselor license issued by the State of Ohio;
- 4) be elected according to the provisions set forth in Article 5 or appointed according to the provisions set forth in Article 3.05.

A member may not serve on the Board if he/she is in competition with or affiliated with any organization, association, business or entity that is in competition with or working contrary to the mission and purpose of the Corporation. A Director may lose his/her position if it is found, after a hearing, by a majority of the Board that the Director is or has been working contrary to or is in competition with the Corporation, or is so affiliated.

### **3.03 General Powers**

All authority and business of the Corporation shall be exercised by the Board of Directors except as otherwise provided by law, the Articles of Incorporation or these Code of

Regulations. The rules and regulations that the Board establishes are not to be inconsistent with the law, the Articles of Incorporation or these Code of Regulations.

A Director shall perform his duties in good faith and in a manner that is in the best interest of the Corporation. In determining what a Director believes to be in the best interest of the Corporation, a Director shall consider the mission and purpose of the Corporation as well as:

- 1) The interests of the Members, associates, and creditors of the Corporation;
- 2) The economy of the state and nation;
- 3) The political environment of the state and nation;
- 4) Community and societal considerations;

A Director shall not be found to have failed to perform his duties, unless it is provided, by clear and convincing evidence, in an action brought against the Director that he has not acted in good faith, in a manner he reasonably believes to be in or not opposed to the best interest of the Corporation, or with the care that an ordinarily prudent person in a like position would use under similar circumstances. Such an action includes, but is not limited to, an action that involves or affects any of the following;

- 1) A change or potential change in control of the Corporation;
- 2) A termination or potential termination of his service to the Corporation as a Director;
- 3) His service in any other position or relationship with the Corporation

Subject to RC Sections 1702.30(D)(2), 1702.30(D)(3) and 1702.30.1, a Director is liable in damages for any act that he takes or fails to take as Director only if it is provided, by clear and convincing evidence, in a court with jurisdiction that the act or omission of the Director was one undertaken with a deliberate intent to cause injury to the Corporation or was one undertaken with a reckless disregard for the best interest of the Corporation.

### **3.04 Work Plan and Operating Procedures**

The Board will develop and maintain a Work Plan that will include a mission statement, strategic goals and action steps. The Work Plan's mission statement and strategic goals will be reviewed and revised on a 5-year rotation to occur during each fiscal year ending with a zero (0) or five (5). The action steps associated with the strategic goals will be reviewed and revised on a yearly basis during the first meeting of the Board of each fiscal year.

The Board shall also maintain Operating Procedures that outline the responsibilities and duties of all directors and officers of the Board in relation to the strategic goals and action steps established within the Work Plan. These Operating Procedures are to be reviewed and revised on a yearly basis during the first meeting of the Board of each fiscal year.

### **3.05 Vacancies and Removal**

The office of a Director shall become vacant if he/she dies, resigns or is removed from office by a majority vote of the Members present at a meeting in which a quorum has been met and called for the purpose of removing said Director. A resignation shall take

effect immediately or at such other time as the Director resigning may specify. The remaining Directors, though less than a majority of the whole authorized number of Directors, may, by a vote of the majority of their number fill any vacancy in the Board.

In such a case, the vacancy shall be open and communicated to all eligible Members who shall have a period of thirty (30) days to submit a letter of interest and resume to the President, who along with the Executive Committee will recommend a replacement to the Board. Should a suitable replacement not be determined during the designated period, the Executive Committee may recruit a replacement to recommend to the Board. The Director approved to fill a vacancy shall serve until the next election for such office, and until his/her successor is elected and qualified.

### **3.06 Consultant**

The Board may employ, dismiss, compensate, and define the duties of a consultant.

### **3.07 Bonds and Insurance**

The Board in addition to approving consultants or any other officers, agents, or employees who may deal with any funds or property of the Corporation may require them to be bonded. The cost of the bonding will be paid by the Corporation and must be with a responsible bonding company and approved by the Board. If cash security is posted, bonding will be unnecessary.

Adequate insurance for property of the Corporation, non-owned property in the possession of or stored by the Corporation, and public liability shall be maintained by the Board.

### **3.08 Finances of the Corporation**

The Board is responsible for establishing and maintaining an accounting and record-keeping system. The Treasurer shall prepare a written financial report to be given to the Board at each meeting and made available to Members upon request. The report must contain, at a minimum, a balance sheet and operating statement for the fiscal period.

### **3.09 Meetings of the Board and Quorum**

The Board of Directors shall formally meet no less than four (4) times each year in which to conduct Board business.

Special meetings of the Board of Directors may be called from time to time by the President, or any two Directors. All meetings of the Board of Directors shall be held at such places within the State of Ohio, as the President or the Board of Directors may designate from time to time and as may be specified in the notice of meeting. Meetings of the Board of Directors may be held through any means of communication equipment if all persons participating can hear each other. The Board of Directors shall hold no more than four (4) special meetings during the course of each calendar year.

At all meetings of the Board of Directors a majority of the then whole authorized number of Directors is necessary to constitute a quorum for the meeting of such Board of

Directors, except that a majority of the Directors in office constitutes a quorum for filling a vacancy in the Board of Directors. Except as may otherwise be provided by the law, Articles of Incorporation of these Code of Regulations, the act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board.

The order of business at meetings shall include: determination of quorum, reading and disposition of minutes, annual work plan progress report, unfinished business, new business, announcement of new directors, adjournment. If there is no quorum present at the meeting, the meeting will consist of the annual work plan progress report.

### **3.10 Action Without Meeting**

Any action which may be authorized or taken at a Directors' meeting may be authorized or taken without a meeting in a writing or writings signed by all of the Directors who would be entitled to notice of a meeting of the Directors held for such purpose, and such writing or writings shall be made a part of the records of this Corporation.

### **3.11 Committees of the Board of Directors**

The Board of Directors will maintain an Executive Committee, which shall consist of the President, President-Elect, Past President, Treasurer and Secretary of the Corporation. The Executive Committee shall meet no less than four (4) times a year, preferably prior to any scheduled meeting of the Board or other times as agreed upon by the Executive Committee. The Executive Committee shall act only in the intervals between meetings of the Board of Directors, and shall be subject to the control and direction of the Board of Directors. The Executive Committee may act by a majority of the members of the Executive Committee at a meeting or in a writing or writings signed by all of its members.

The Board of Directors may create such additional standing committees or ad hoc committees as the Board of Directors shall deem appropriate, with such membership, powers and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of the Corporation. Chairpersons of standing or ad hoc committees shall be nonvoting members of the Board of Directors.

### **3.12 Provisional Director**

Upon the petition of not less than one-fourth (1/4) of the Directors of this Corporation, the Court of Common Pleas in the county in which the corporate office is located, may, pursuant to Section 1702.521, Ohio Revised Code, appoint a provisional Director for this Corporation. Such appointment may be made even though a different number of Directors has been fixed by or pursuant to Article 3.01.

### **3.13 Compensation and Expense Reimbursement**

A Director will not be allowed to hold any other position in the Corporation on a regular salaried basis. Whether the members of the Board of Directors are to be compensated shall be determined by the Members at a meeting of the Membership.



Directors will be reimbursed for expenses related to the carrying out of Board duties as determined by the financial policies set forth by the Treasurer and approved by the Board.

### **3.14 Conflicts of Interest**

No contract, action, or transaction with respect to the Corporation shall be entered into in which one or more of the Corporation's Directors, Officers or Committee Members have a financial or personal interest unless the interested Directors, Officers or Committee Members do not participate in or vote at the meeting of the Members, the Board of Directors or a Committee thereof that authorizes the contract, action or transaction, the contract, action or transaction is fair as to the Corporation as of the time it is authorized or approved and one of the following applies: (a) the material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Directors or the Committee, and the Directors or Committee, in good faith reasonable justified by the material facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested Directors or Committee Members, even though the disinterested Directors or Committee Members constitute less than a quorum of the Directors or Committee; or (b) the material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Members entitled to vote thereon and the contract, action, or transaction is specifically approved at a meeting of Members held for such purpose of voting on the contract, action, or transaction by the affirmative vote of a majority of the Members of the Corporation in attendance at the meeting and not interested in the contract, action, or transaction.

Interested Directors and Committee Members may be counted in determining the presence of a quorum at a meeting of the Members, Directors or Committee, which authorizes the contract, action, or transaction.

The Directors, by the affirmative vote of a majority of those in office and irrespective of any financial or personal interest of any of them, shall have authority (a) to establish reasonable compensation, which may include pension, disability and death benefits, for services to the Corporation by Directors and Officers, or (b) to delegate such authority to one or more Officers or Directors.

A Director is not an interested Director solely because the subject of a contract, action, or transaction may involve or effect a change in control of the Corporation or his continuation in office as a Director of the Corporation.

Directors and Officers of the Corporation shall have on file a signed document attesting that said Director or Officer has read, understands and agrees to the policies regarding conflicts of interest.

## **Article IV OFFICERS**

### **4.01 President**

The President shall preside at all meetings of Members and Directors and shall be the Chief Executive Officer of the Corporation. He/she shall have general supervision, management, control and oversight of the business of the Corporation, subject to these Code of Regulations and subject to the orders of the Board of Directors, and shall, in general, perform all the duties usually incident to the office of President or that may be imposed or required by the Members or Board of Directors.

The President may, in his or her sole discretion, establish and create an Advisory Committee containing any and as many persons and the President deems reasonable and necessary to conduct the affairs of the Corporation. The Advisory Committee shall serve at the pleasure of the President, it shall have no voting authority and the President shall not delegate to said Advisory Committee any of the duties or responsibilities of said President. The sole purpose of said Committee is to advise the President on matters of policy as requested, from time to time, by the President. No recommendation or advice proposed by said Committee shall be implemented until said recommendation or advice has been approved by a vote of a majority of the members of the Board of Directors.

### **4.02 President-Elect**

In his/her absence or inability to act, the President Elect shall discharge the duties of the President and shall perform such other duties as shall be determined by the Board of Directors.

To qualify for the position of President-Elect, one must have served at least two (2) years on the Board in an elected position or an appointed committee chair. The two (2) years served must be within the three (3) years prior to running for President-Elect.

### **4.03 Past-President**

The Past President shall Chair the Nomination and Election Committee, and shall, in general, perform all the duties usually incident to chairing such committees or that may be imposed or required by the Members or the Board of Directors. In his/her absence or inability to act, the President may appoint a person to discharge the duties of the Past President. In his/her absence or inability to act, the Past President shall discharge the duties of the President if the President-Elect is unable to fulfill those duties and shall perform such other duties as shall be determined by the Board of Directors.

### **4.04 Secretary**

The Secretary shall (a) keep minutes of all of the meetings of the Members and of the Board of Directors, as well as all Actions by Written Consent and waivers of notice; (b) give notice of all meetings of Members and Directors, except as otherwise provided by these Code of Regulations; (c) maintain archival records on a yearly basis of all pertinent documents related to the Corporation; (d) keep such books as may be required by the Board of Directors, including a registry of the Members of the Corporation; and (e)

perform such other duties as may be assigned to him/her from time to time by the Board of Directors or by the President. All books and papers pertaining to the office of the Secretary shall be subject at any time to the inspection of any member of the Board of Directors, and, on the expiration of the Secretary's term of office such Secretary shall deliver all books, papers and other property of the Corporation in his possession or under his control to the President or to the Secretary's successor in office; and, in general, the Secretary shall perform all duties pertaining to such office as may be required by the President or Board of Directors.

To qualify for the position of Secretary, one must have served as least two (2) years on the Board in an elected position or an appointed committee chair.

#### **4.05 Treasurer**

The Treasurer shall have general supervision of all finances; he/she shall receive and safely keep all moneys belonging to the Corporation and shall perform such other duties as from time to time may be assigned to him by the Board of Directors. He/she shall keep proper books of account and keep accurate account of the finances of the Corporation and shall present, at the annual meeting of Members, a statement of profit and loss and surplus, including a summary of profits and other changes in the surplus account of the Corporation, and a balance sheet containing a summary of the assets and liabilities, stated capital and surplus as of the close of the Corporation's fiscal year. The financial statement shall have appended thereto a certificate signed by the President or a President Elect and the Treasurer or an Assistant Treasurer or by a public accountant or firm of public accounts, to the effect that the financial statement presents fairly the financial position of the Corporation and the results of its operations in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding period or such other certificate as is in accordance with sound accounting practice. At any meeting of the Board of Directors, the Treasurer shall furnish summary statements of the financial condition of the Corporation as of the date requested by the President or the Board of Directors. Upon the expiration of his/her term of office, the Treasurer shall deliver all money, books, papers and other property of the Corporation that shall be in his possession or under his control to his successor in office.

To qualify for the position of Treasurer, one must have served as least two (2) years on the Board in an elected position or an appointed committee chair.

#### **4.06 Past Past-President**

The Past Past-President shall serve in an advisory role on the Board for no more than one (1) year after the conclusion of their term as Past-President. The Past Past-President will serve as the Parliamentarian and ensure that the Board follows proper procedures in conducting their business during all meetings of the Board. They shall have no voting rights but be afforded all other rights of an Officer of the Board.

#### **4.07 Consultants**

The duties of any Consultant shall be defined within a written contract approved by the Board. The Board shall initiate a contract of services for any Consultant working on behalf of the Corporation.

#### **4.08 Committee Chairpersons**

The duties of the Chairperson of any standing or ad hoc committee of the Board shall be defined within the Operating Procedures of the Corporation.

#### **4.09 Terms of Office**

The term of President Elect, President and Past President shall be one (1) year each, served consecutively by the individual elected as President Elect. The term of Treasurer and Secretary shall be two (2) years. The term of the remaining positions shall be two (2) years. All terms shall commence on January 1 of each year and end on December 31. Directors may serve no more than two (2) consecutive terms in any given position.

## **Article V NOMINATIONS AND ELECTIONS**

#### **5.01 Election of Directors**

The Members will elect Directors at the same time and in the same manner each year at a meeting of the Members of the Corporation. All Directors are considered voting members of the Board. All Directors will hold their positions until the election and qualification of their successor, their early removal due to death or resignation, or their removal for cause.

#### **5.02 Nomination and Election Procedures**

The nomination of Directors shall be the responsibility of the Nomination and Election Committee. The Nomination and Election Committee shall be chaired by the Past President. All elections shall be conducted at a meeting of the Members of the Corporation by electronic or paper ballot, and no election shall be held more than once each fiscal year.

The Nomination and Election Committee shall communicate to all qualified Members the positions within the Board of Directors that are open for nominations, the qualifications required for said positions and the procedure and deadline for submitting a nomination. The Nomination and Election Committee shall prepare a brief biographical sketch of each nominee who will appear on the ballot. Sketches will be shared with voting members in a manner to be determined by the Nominations and Elections committee no less than fifteen (15) days prior to the annual Member meeting in which Directors are to be elected. It shall be the duty and responsibility of the Nomination and Election Committee to determine whether each nominee meets the qualifications for the position sought. Any nominee who does not meet the qualifications shall be notified immediately and given the opportunity to prove to the satisfaction of the committee that he or she is qualified for the position sought. No person whose name has not been submitted to the Nomination and

Election Committee on or before the deadline set by the Board for submission of nominations shall be a nominee or have his or her name printed on the official ballot.

The Nomination and Election Committee shall develop and distribute to all voting Members in attendance at the meeting a ballot containing the name/s of each nominee and the office for which said person was nominated. Members are prohibited from submitting more than one ballot and prohibited against voting for a Director a Member may be unqualified to vote for. A winning nominee is the one who receives the majority of votes cast at the election for the office sought.

Within fifteen (15) days following the meeting of the Members, the Nomination and Election Committee shall post the full results of the election in a manner to be determined by the Nomination and Election Committee. The notice shall also contain information on how to file a protest against the results of any election. Anyone who wishes to file a protest against the results of the election must do so in writing no later than seven (7) days from the posting of the elections results. The protest must state the name of the nominee on whose behalf the protest is being filed and the basis of the protest. The Nomination and Election Committee shall meet within ten (10) days of the receipt of the written protest. The Committee may conduct a full hearing and take testimony from witnesses, or take such other course of action as it deems reasonable and necessary to assure the integrity of the elections process. Thereafter, the decision of the Nomination and Election Committee shall be final.

## **ARTICLE VI**

### **Business Practices**

#### **6.01 Indemnification of Directors and Officers**

Each Director, agent, employee or volunteer of this Corporation, and any Director, agent, employee or volunteer of any other corporation serving as such at the request of this Corporation shall be indemnified by this Corporation under the standards set by and to the fullest extent allowable under Section 1702.12 (E), Ohio Revised Code, as the same shall be amended from time to time.

The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of Members or disinterested Directors of this Corporation or otherwise.

#### **6.02 Fiscal Year**

The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of July and end on the 30th day of June of the following year or on such other day as may be fixed from time to time by the Board of Directors.

#### **6.03 Mortgages**

The Board of Directors by majority vote of the Directors in attendance at a meeting at which there is a quorum may authorize any mortgage or pledge of all or any of the property of this Corporation of any description, or any interest therein, for the purpose of securing the payment or performance of any obligation or contract of this Corporation.

No vote or consent of the Members of this Corporation or authorization from a court pursuant to Section 1715.39, Ohio Revised Code, is necessary for such action.

**6.04 Property**

All property acquired by this Corporation by purchase, gift, bequest or otherwise shall be the absolute property of this Corporation, unless at the time of acquiring such property it is otherwise specified in writing and approved by majority vote of the Directors in attendance at a meeting at which there is a quorum.

**6.05 Sale of Disposition of Assets**

The Board of Directors of this Corporation by majority vote of the Directors in attendance at a meeting at which there is a quorum may authorize the lease, sale, exchange, transfer or other disposition of any of the assets of this Corporation without the necessity of procuring authorization from the court pursuant to Section 1715.39, Ohio Revised Code, and any such lease, sale, exchange, transfer or other disposition shall be made in whole or in part for money or other property, including shares or other securities or promissory notes of any corporation for profit.

**6.06 Books and Records**

The books and records of this Corporation may be examined by any Member or any Director or the agent or attorney of any Member or any Director for any reasonable and proper purpose at any reasonable time.

**6.07 Publication of Official Corporation Documents**

The Articles of Incorporation, Bylaws, meeting minutes, annual budget and all other Board approved governing documents will be accessible to all Members on the Corporation website.

**ARTICLE VII  
Amendments**

**7.01 Amendments**

Amendments to these Code of Regulations shall be discussed at a meeting of the Board of Directors and approved by a majority vote of the Directors in attendance at a meeting which there is a quorum before presentation to the Members.

The Members must then adopt amendments to these Code of Regulations by the affirmative vote of a majority of the Members in attendance at a meeting of the Members at which there is a quorum. As an alternative, the Board may instead of presenting at a meeting of the Members, conduct the vote of the Members on the proposed amendment by mail and/or by electronic means provided to all Members eligible to vote. Members will be notified of proposed amendment no later than ten (10) days prior and no more than sixty (60) days before Members are to vote.

Amended: April 2014 (Section 4.09)  
Amended: June 2015 (Section 3.01, 4.04, 4.05, 4.06)

## **7.02 Code of Regulations Revisions**

In accordance with requirements of the American School Counselors Association, these Code of Regulations will be revised at a minimum of every five (5) years and submitted to the American School Counselor Association for approval.

Adopted:	September 2000
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Revised:	April 2013
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