

OHIO SCHOOL COUNSELOR ASSOCIATION

Ohio Charter No. 1153581

CODE OF REGULATIONS

Adopted: September 2000

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 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 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 8.01.
- 3) run for election to the Board of Directors pursuant to meeting all qualifications set forth in Article 3.02 and Article 6.02,
- 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 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 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 Directors who shall hold voting rights on the Board. The total number of voting Directors shall be maintained at an odd number and shall be determined by the Board of Directors. The voting Directors of the Board shall include the President, President Elect, Past President, Treasurer and Secretary. The remaining voting Directors are to be filled based upon divisions as determined by the Board.

3.02 Qualifications

To be a Director, a Member must meet the following qualifications:

- 1) be a professional or retired 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 in the state of Ohio at the time of election or appointment;
- 3) hold a valid school counselor license issued by the State of Ohio;
- 4) be elected according to the provisions set forth in Article 6 or appointed according to the provisions set forth in Article 3.06.

The following are disqualifiers for a Member serving as a Director:

- 1) A Member who previously served as a Director and resigned may not serve as a Director for a period of two (2) years following the date of resignation.
- 2) A Member who previously served as a Director and was removed according to Article 3.05 is prohibited from serving as a Director in any elected or appointed position.
- 3) A Member may not serve as a Director if 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.

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 Code of Regulations.

A Director shall perform duties in good faith and in a manner that is in the best interest of the Corporation. Directors are to abide by the guidelines set forth within the law, the Articles of Incorporation, the Code of Regulations and the Operating Procedures 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 their duties, unless it is provided, by clear and convincing evidence, that the Director has not acted in good faith, in a manner reasonably believed 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 service to the Corporation as a Director;
- 3) 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 taken or failed 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, and strategic goals. 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.

The Board shall maintain Operating Procedures that outline the procedures, policies, responsibilities and duties of the Corporation and its Directors and Officers in relation to the mission and strategic goals of the Corporation. 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 Removal of Directors

A Director may be removed from office by a majority vote of the Directors present at a meeting of the Board in which a quorum has been met if said Director is found to no longer meet the eligibility requirements of a Director as set forth in Article 3.02, is found to have a conflict of interest that puts the Director in competition with or working contrary to the Corporation, or is found to be in violation of any standards or guidelines set forth within the law, the Articles of Incorporation, the Code of Regulations and/or the Operating Procedures. A Director who is referred for removal will be notified in writing of the Board's intention and will have the right to address the Board in person or writing prior to a vote being taken. Upon receipt of written notification of removal, a Director may not resign from their position to avoid action being taken by the Board.

3.06 Vacancies

The office of a Director shall become vacant upon death, resignation or removal from office according to Article 3.05. A vacancy shall take effect immediately or at such other time as the Board 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 a successor is elected and qualified.

3.07 Consultant

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

3.08 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.

3.09 Finances of the Corporation

The Board is responsible for establishing and maintaining an accounting and record-keeping system. The Treasurer will ensure that a written financial report is 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.

3.10 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 make all reasonable efforts to hold no more than four (4) special meetings during the course of a 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 or 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.

3.11 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.

3.12 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. Committee Chairs shall be selected and term limited according to the provisions set forth in Article V of these Code of Regulations.

3.13 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.

3.14 Compensation and Expense Reimbursement

A Director will not be allowed to hold any other position in the Corporation on a regular financially compensated 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 Operating Procedures and approved by the Board.

3.15 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 Members have a financial or personal interest unless the interested Directors, Officers or 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 the 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, Officers or Members, even though the disinterested Directors, Officers or Members constitute less than a quorum; or (b) the material facts as to the 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 Officers and 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 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 the 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 EXECUTIVE POSITIONS

4.01 President

The President shall preside at all meetings of Members and Directors. The President shall have general supervision, management, control and oversight of the business of the Corporation, subject to the Articles of Incorporation, the Code of Regulations and the Operating Procedures 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 establish and create an Advisory Committee containing any and as many persons 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 the absence or inability to act of the President, 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 full (2) years on the Board as either a Director or Officer. The two full (2) years served must be within 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 their absence or inability to act, the President may appoint a person to discharge the duties of the Past President. In their 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 at all 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 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 their possession or under their 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 at least two full (2) years on the Board as either a Director or Officer.

4.05 Treasurer

The Treasurer shall have general supervision of all finances, receive and safely keep all moneys belonging to the Corporation and perform such other duties as from time to time may be assigned by the Board of Directors. The Treasurer 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 term of office, the Treasurer shall deliver all money, books, papers and other property of the Corporation that shall be in their possession or control to the successor in office.

To qualify for the position of Treasurer, one must have served at least two full (2) years on the Board as either a Director or Officer.

4.06 Terms of Office

The term of the Presidential track shall be three (3) years, with one (1) year each as President-Elect, President and Past President. 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 OFFICERS & CONSULTANTS

5.01 Definition of Officers

Officers are those persons serving the Corporation in an appointed, non-compensated capacity. Those serving as Committee Chairs or Emerging Leaders shall be classified as Officers.

5.02 Qualifications

To be an Officer, one must meet the following qualifications:

- 1) be a professional or retired Member of the Corporation in good standing;
- 2) be employed as a practicing school counselor or counselor educator in the state of Ohio at the time of appointment;
- 3) hold a valid school counselor license issued by the State of Ohio;
- 4) be appointed according to the provisions set forth in Article 5.03.

The following are disqualifiers for a Member serving as an Officer:

- 1) A Member who previously served as a Director or Officer and resigned may not serve as an Officer for a period of two (2) years following the date of resignation.
- 2) A Member who previously served as a Director or Officer and was removed according to Article 5.05 is prohibited from serving as an Officer.
- 3) A Member may not serve as an Officer if 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.

5.03 Selection of Officers

Open positions for Officers will be communicated to all eligible Members annually. Members interested in serving as an Officer shall express their interest through the submission of an application as determined by the Board of Directors. The selection of Officers shall be done by a panel that includes a minimum of five (5) voting board members who will put forth to the Board of Directors a recommendation for final approval by a majority vote.

5.04 Term Lengths and Limits

Officers will be selected to serve the Board for a term of two (2) years. No Officer may serve more than three (3) consecutive terms in any one position, with the exception of Emerging Leaders who are limited to one (1) two-year term. An Officer who is eligible for an additional term will participate in a performance review with the Board of Directors for consideration of continued service. In such an event, the Board may elect to reappoint a current Officer in lieu of opening the position to the general Members.

5.05 Removal of Officers

An Officer may be removed by a majority vote of the Directors present at a meeting of the Board in which a quorum has been met if said Officer is found to no longer meet the eligibility requirements of an Officer as set forth in Article 5.02, is found to have a conflict of interest that puts the Officer in competition with or working contrary to the Corporation, or is found to be in violation of any standards or guidelines set forth within the law, the Articles of Incorporation, the Code of Regulations and/or the Operating Procedures. An Officer who is referred for removal will be notified in writing of the Board's intention and will have the right to address the Board in person or writing prior to a vote being taken. Upon receipt of written notification of removal, an Officer may not resign from their position to avoid action being taken by the Board.

5.06 Vacancies

The position of an Officer shall become vacant upon death, resignation or removal according to Article 5.05. A vacancy shall take effect immediately or at such other time as the Board may specify.

In the event of a vacancy, 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 Officer approved to fill a vacancy shall serve the remainder of the vacated term.

5.07 Consultants

Consultants are persons serving the Corporation in a contracted, compensated capacity. The duties, compensation, terms of service and evaluation for any Consultant shall be defined within a written contract approved by a majority of the Directors of the Board. All Consultants providing service to the Corporation shall be considered as independent contractors and are bound to abide by the law, Articles of Incorporation, Code of Regulations and Operating Procedures.

Article VI NOMINATIONS AND ELECTIONS

6.01 Election of Directors

The Members will elect Directors at a meeting of the Members of the Corporation each fall. 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.

6.02 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 otherwise. 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 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 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 VII Business Practices

7.01 Indemnification of Directors and Officers

Each Director, Officer, Consultant, agent, or volunteer of this Corporation or 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.

7.02 Fiscal Year

The fiscal year of the Corporation shall be set by the Board of Directors.

7.03 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.

7.04 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.

7.05 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.

7.06 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.

7.07 Publication of Official Corporation Documents

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

**ARTICLE VIII
Amendments**

8.01 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 (Article 4.09)
- Amended: June 2015 (Article 3.01, 4.04, 4.05, 4.06)
- Amended: December 2018 (Article 3, 4 and 5)
- Amended: May 2019 (Article 7.02)
- Amended: March 2020 (Article 3.12, 5.01, 5.02, 5.03, 5.04, 5.06)
- Amended: January 2021 (Article 4.06)

8.02 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 on years ending with a three (3) or eight (8) and submitted to the American School Counselor Association for approval.

- Adopted: September 2000
- Revised: August 2008
- Revised: May 2012
- Revised: April 2013
- Revised: June 2015
- Revised: November 2018