

**OHIO SCHOOL COUNSELOR ASSOCIATION**

**Ohio Charter No. 1153581**

**OPERATING  
PROCEDURES**

Adopted: June 27, 2022  
Amended: April 22, 2023

## **Section I LEGAL DESCRIPTIONS**

### **1.01 Articles of Incorporation**

The Association will maintain non-profit corporation status with the Ohio Secretary of State under Chapter 1702 of the Ohio Revised Code. All records pertaining to the Articles of Incorporation shall be maintained by the Executive Director and monitored by the Board of Directors.

### **1.02 Statutory Agent**

The Association shall contract the services of legal council to serve as statutory agent on behalf of the Corporation. The statutory agent will handle all regulatory services with the State of Ohio.

### **1.03 Tax Exemption**

The Association will maintain non-profit 501(c)(6) exemption status with the Internal Revenue Service.

## **Section II STRATEGIC PLANNING**

### **2.01 Mission Statement**

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

### **2.02 Work Plan and Goals**

The Association shall maintain a five-year work plan that outlines the goals and priorities for the Association and work of the Board. The work plan will be revised every five (5) years on years ending in a zero (0) or five (5). The work plan shall be maintained by the Executive Director and monitored by the Board of Directors.

## **Section III BOARD ORGANIZATION & OPERATIONS**

### **3.01 Board Organization**

The Board shall be organized according to the guidelines outlined within the Code of Regulations. Directors will refer to those who are elected and hold voting rights. Directors will be selected for service on the Board according to the provisions set forth within the Code of Regulations.

Officers will refer to those appointed to serve the Association in another capacity. Officers, including committee chairs, emerging leaders and contracted service providers will be selected for service on the Board according to the provisions set forth within the Code of Regulations.

### **3.02 Code of Regulations**

Directors and Officers of the Association shall abide by the regulations and authority as outlined in the most current version of the Code of Regulations. The Code of Regulations shall be reviewed every five (5) years on years ending in a three (3) and eight (8). The Code of Regulations shall be maintained by the Executive Director and monitored by the Board of Directors.

### **3.03 Operating Procedures**

Directors and Officers shall abide by the regulations and authority as outlined in the most current version of the Operating Procedures. The Operating Procedures shall be reviewed yearly. The Operating Procedures shall be maintained by the Executive Director and monitored by the Board of Directors.

### **3.04 Emerging Leader Program**

The Past-President shall coordinate an Emerging Leader program designed to identify leaders within the profession and encourage future participation with the Board. Emerging Leaders shall be selected according to guidelines established within the Emerging Leader application as approved by the Board. Approved Emerging Leaders will be classified as Officers of the Board and are bound to the provisions and expectations laid out within the Code of Regulations and Operating Procedures.

### **3.05 Ethics and Conduct**

Directors and Officers shall commit themselves to uphold the highest standards of ethical, professional and lawful conduct, including proper authority and appropriate decorum when acting as a Director or Officer and within their professional capacity and community. All Directors and Officers will be expected to sign an annual agreement (Appendix A) asserting their commitment to these standards of conduct and refusal to sign will result in the Director or Officer's removal from the board. Directors and Officers are held to the standards outlined within the American School Counselor Association Ethical Standards for School Counselors and School Counselor Competencies (Appendix B) as well as local, state and federal law. Directors or Officers who are found to be in violation of the ethical standards and conduct expected by the Board shall be reviewed by the Executive Committee to determine appropriate action based upon the severity of the violation. Actions may include, but are not limited to, issuance of a warning, relief of certain duties or removal from the Board per the provisions within the Code of Regulations.

### **3.06 Loyalty and Conflicts of Interest**

Directors and Officers shall demonstrate loyalty to the Association, unconflicted by any personal interest or loyalties to other organizations, employers or individuals, including independent contractors or other Directors and Officers of the Association. Examples of demonstrating loyalty include, but are not limited to not serving on boards, contributing to political causes or holding memberships with organizations that have conflicting missions or goals of the Association.

Directors and Officers are to make best efforts to avoid conflicts of interest with respect to their fiduciary responsibility. There shall be no self-dealing or business by a Director or Officer with the Association. Directors and Officers will annually disclose their involvements with other organizations, vendors or any associations that might be or might reasonably be seen as being in conflict. When the Board is to decide upon an issue, about which a Director or Officer has an unavoidable conflict of interest, that Director or Officer shall absent himself without comment from the vote and deliberation. Directors and Officers will annually disclose their involvements with other organizations, vendors or associations that might produce a conflict through the signing of the Board Contract.

### **3.07 Whistleblower Policy**

In keeping with the policy of maintaining the highest standards of conduct and ethics, the Association will investigate complaints of known or suspected illegal, fraudulent or dishonest activities that are believed to have been conducted by a Director, Officer or independent contractor in connection with finances or any other operational aspect of the Association. This policy prevents, by law, anyone in the Association from retaliating or punishing a complainant for reporting conduct that they reasonably believe to be illegal or improper. Complaints should be reported in writing to the President. In the event the complaint involves the President, then the complaint may be reported to another member of the Executive Committee. If a complainant is not comfortable making a complaint to any Director of the Board, then the complaint can be reported to the Association's outside legal council. Upon the receipt of a complaint, an independent committee consisting of five (5) Directors shall be convened to investigate the complaint and take corrective and disciplinary actions, if appropriate. The independent committee may enlist outside legal, accounting or other council, as appropriate, to conduct their investigation. The independent committee shall use reasonable efforts to protect the confidentiality and anonymity of the complainant. Upon completion of the independent committee's investigation, a written report will be drafted and shared with the Board, complainant and others as advised by legal counsel.

### **3.08 Governing Style and Board Meeting Rules**

The Board shall utilize a policy governance structure for conducting the business of the Association. This governing style emphasizes the outward mission of the Association, encourages diversity in viewpoints, focuses in strategic leadership above administrative implementation, establishes clear roles, and focuses on collective, proactive decision making. The following rules shall be adhered to during meetings of the Board:

- Focus of the meeting shall be related to matters pertaining to the school counseling profession and the Association
- Directors are to be open to feedback and new ideas and be willing to reconsider individual positions
- Ask for clarification and ensure all are fully informed
- Challenge assumptions and traditions and encourage dissent when appropriate
- Actively listen and allow all the opportunity to speak
- Base decisions on what is best for the school counseling profession and Association as a whole
- Treat all with respect, courtesy, fairness and good faith

- Be brief in sharing, do not repeat what has already been shared and avoid sharing personal stories or situations that do not lend to the discussion
- Respect the confidentiality of discussions and decisions made during meetings
- Limit discussions of Board business to the board room

### **3.09 Board Meeting Attendance**

Attendance and full participation at all board meetings while serving as a Director is expected. In the event that a Director is not able to attend a meeting of the Board, written notification explaining the reason for absence must be provided to the Secretary prior to the meeting or within 24 hours of the completion of the meeting.

Attendance at all board meetings while serving as an Officer is strongly encouraged. In the event an Officer is not able to attend a meeting of the Board, written notification explaining the reason for absence must be provided to the Secretary prior to the meeting or within 24 hours of the completion of the meeting.

Acceptable reasons for missing a meeting include illness, death in family, work commitments, or other reasons deemed acceptable by the Board. The Board may request a written report outlining the work conducted by a Director or Officer not in attendance at a meeting for review. Missing two meetings will prompt a review and written warning by the Executive Committee. Directors or Officers who miss three or more meetings during their term may be relieved of their duties and removed from the Board per the provisions within the Code of Regulations.

### **3.10 Board Contract**

Directors and Officers will annually sign a Board Contract indicating their agreement to abide by the terms and conditions as outlined in the Articles of Incorporation, Code of Regulations and Operating Procedures of the Association. Failure or refusal to sign the annual Board Contract will disqualify a Director or Officer from serving the Association. Board contracts will be maintained by the Secretary.

### **3.11 Board Documents**

The following documents shall be maintained by the Executive Director on behalf of the Association: Articles of Incorporation, Code of Regulations, Operating Procedures, Work Plan, Board meeting agendas and minutes, financial reports, membership directory, membership report, board directory, board calendar and other documents as determined by the Board.

### **3.12 Executive Session**

The President, at any time during a meeting of the Board, may call for Executive Session. During Executive Session, all non-voting persons in the room will be excused and only Directors will be present. Executive Session may be called for personnel, legal, financial or other sensitive matters.

### **3.13 Records Retention**

Records for the Association shall be maintained and reviewed on an annual basis by the Executive Director under the supervision of the Secretary for the period of time set forth within these policies.

- Articles of Incorporation:  
Permanent
- Code of Regulations: Permanent
- Board Meeting Minutes: Permanent
- IRS Application for Tax-Exempt  
Status: Permanent
- IRS Determination Letter:  
Permanent
- Contracts: 7 Years After Expiration
- Year-End Financial Reports:  
Permanent
- IRS Form 990 Tax Returns:  
Permanent
- Accounting Ledgers: 7 Years
- Invoices & Receipts: 7 Years
- Check Registers: 7 Years
- Bank Deposit Slips: 7 Years
- Bank Statements: 7 Years
- 1099 Statement: 7 Years
- Resignation Letters: 5 Years
- Performance Appraisals: 5 Years
- Insurance Policies: Permanent

### **3.14 Board Transition**

New Directors and Officers of the Board will participate in an orientation led by the Executive Director and in consultation with the President prior to the first meeting of the Board of the calendar year.

Directors and Officers whose term will be ending will be officially recognized for their service at the last meeting of the Board of the calendar year. Directors and Officers should be prepared to turn in any Association property at or prior to the last meeting of the Board of the calendar year. Directors and Officers are encouraged to work with any replacement for their position to ensure a smooth and effective transition.

### **3.15 Emails & Shared Documents**

Directors and Officers of the Board will be provided with a Google email account. All Association related communications and file sharing is to be done through these accounts. These accounts are to be used strictly for Association purposes only.

Upon exit from the Board, access to assigned email accounts will be maintained until the 1<sup>st</sup> of February, upon which time the account will be archived. Any files created by the Director or Officer related to the Association will be deemed as property of the Association and transfer of ownership will be requested. Any files maintained within the shared drive will be subject for retention by the Association upon archival. Directors and Officers agree to delete or destroy any confidential, nonpublic emails and documents in their possession upon exit from the Board. It will be the responsibility of the exiting Director or Officer to ensure they have transitioned, deleted or destroyed any emails or documents from said account prior to the designated deadline.

### **3.16 Mailing Address and PO Box**

The Association shall maintain as its business mailing address a PO Box at a post office branch closest in location to the Executive Director. The PO Box must be maintained

within the State of Ohio. It will be the responsibility of the Executive Director to check the PO Box on a weekly basis and process all items received in a timely fashion.

## **Section IV ROLES & RESPONSIBILITIES**

### **4.01 Board of Directors**

In addition to the duties outlined in the Code of Regulations and Articles of Incorporation, all Directors of the Board shall:

- Speak with one vision and one voice
- Support the fulfillment of the Association's mission and strategic plan
- Advocate for the school counseling profession and Association
- Ensure that the Association remains viable
- Bring issues impacting the school counseling profession and Association to the attention of the Board
- Be knowledgeable about the Associations Code of Regulations and Operating Procedures
- Be prepared for all meetings and actively participate in discussions to make informed decisions
- Identify and encourage future leaders

### **4.02 President**

In addition to the duties outlined in the Code of Regulations and Articles of Incorporation the President shall:

- Attend all meetings and vote on all matters pertaining to the Association
- Serve as chair on the Executive Committee
- Represent the Association at the annual American School Counselor Association Leadership Development Institute as a voting delegate
- Write an annual report to submit to the American School Counselor Association
- Represent or designate a representative of the Association to other professional organizations, meetings or events that serve to further the mission of Association
- Appoint chairpersons for any ad hoc committees established by the Board
- Serve as chairperson of the Executive Committee
- Work with the Executive Director to schedule all meetings of the Board
- Plan the working agenda in consultation with the Executive Director and Executive Committee for all meetings of the Board
- Annually review the Work Plan
- Directly work with the conference planner in planning the annual All Ohio Counselors Conference

### **4.03 President-Elect**

In addition to the duties outlined in the Code of Regulations and Articles of Incorporation the President-Elect shall:

- Attend all meetings and vote on all matters pertaining to the Association
- Serve on the Executive Committee

- Represent the Association at the annual American School Counselor Association Leadership Development Institute as a voting delegate
- Assist the President in planning the annual All Ohio Counselors Conference
- Assume all responsibilities of the President in their absence

#### **4.04 Past-President**

In addition to the duties outlined in the Code of Regulations and Articles of Incorporation the Past-President shall:

- Attend all meetings and vote on all matters pertaining to the Association
- Serve on the Executive Committee
- Serve as chairperson of the Nominations & Elections Committee
- Coordinate the Emerging Leader Program

#### **4.05 Secretary**

In addition to the duties outlined in the Code of Regulations and Articles of Incorporation the Secretary shall:

- Attend all meetings and vote on all matters pertaining to the Association
- Serve on the Executive Committee
- Take minutes at all meetings of the Board and Executive Committee
- Submit minutes for meetings of the Board to the Association's legal council for certification
- Monitor attendance at all meetings of the Board and notify President of any attendance concerns
- Provide consult in the maintenance of records and archives for the Association

#### **4.06 Treasurer**

In addition to the duties outlined in the Code of Regulations and Articles of Incorporation the Treasurer shall:

- Attend all meetings and vote on all matters pertaining to the Association
- Serve on the Executive Committee
- Provide oversight to the Executive Director in the management of the Association's finances
- Develop the annual budget for the Association
- Monitor the annual budget on a monthly basis
- Serve as a signer on the Association bank account and maintain an Association credit card
- Monitor electronic and recurring payments made to contracted service providers
- Approve all expenses paid out
- Provide a financial report at all meetings of the Board as well as a year end financial report to be presented at the fall meeting of the Board
- Review all contracts and understandings entered into on behalf of the Association



#### **4.07 Leveled & At-Large Directors**

In addition to the duties outlined in the Code of Regulations and Articles of Incorporation the Leveled & At-Large Directors shall:

- Attend all meetings and vote on all matters pertaining to the Association
- Serve as a member of one of the standing and/or ad hoc committees of the Association
- Determine and bring needs and concerns of members to the attention of the Board

#### **4.08 Executive Committee**

In addition to the duties outlined in the Code of Regulations and Articles of Incorporation the Executive Committee shall:

- Provide consult to the President and Executive Director
- Develop the agenda for each meeting of the Board
- Put forth candidates for the appointment of open Director or Officer positions
- Address violations of the code of conduct, conflicts of interest and attendance

#### **4.09 Advocacy & Outreach Committee**

In addition to the duties outlined in the Code of Regulations and Articles of Incorporation the Advocacy & Outreach Committee shall:

- Identify valuable partnerships for the Association to establish
- Maintain collaborative relationships with colleges and universities that have a school counselor preparation graduate program
- Develop programming in conjunction with other standing committees related to advocacy initiatives
- Collect and develop useful resources and documents related to advocacy and school counselor development/programming

#### **4.10 Government Relations Committee**

In addition to the duties outlined in the Code of Regulations and Articles of Incorporation the Government Relations Committee shall:

- Work with the lobbyist in identifying and reviewing all state legislative and executive actions pertaining to the school counseling profession and Association
- Work with the lobbyist and Board in developing action steps to address state legislative and executive actions including, but not limited to coordinating written position statements, testimony to state officials, participation in meetings, etc.
- Serve as a liaison on the Ohio School Counselor Association Political Action Committee
- Work with the American School Counselor Association on any federal legislative issues
- Assist in the planning and implementation of a Legislative Advocacy Day

#### **4.11 Membership Services Committee**

In addition to the duties outlined in the Code of Regulations and Articles of Incorporation the Membership Services Committee shall:

- Assist in the planning of the AOCC booth to promote attendee engagement
- Coordinate the development of promotional merchandising
- Coordinate National School Counselor Week engagement and member incentives
- Coordinate communications to members highlighting the work of the association
- Assist in an annual audit of the website

#### **4.12 Professional Development Committee**

In addition to the duties outlined in the Code of Regulations and Articles of Incorporation the Professional Development Committee shall:

- Coordinate an annual Summer Institute
- Coordinate the planning of periodic virtual professional development opportunities through the school year
- Provide consultative support to the President in planning the annual All Ohio Counselors Conference

#### **4.13 Professional Recognition Committee**

In addition to the duties outlined in the Code of Regulations and Articles of Incorporation the Professional Recognition Committee shall:

- Coordinate the nomination and selection of award recipients
- Submit to the American School Counselor Association each year the School Counselor of the Year recipient
- Coordinate the selection of grant recipients
- Coordinate the selection of graduate scholarship recipients
- Coordinate the selection of Ohio School Counselor Accountability Report (OSCA) recipients
- Coordinate the annual awards reception at the All Ohio Counselors Conference

#### **4.14 Equity and Inclusion Committee**

In addition to the duties outlined in the Code of Regulations and Articles of Incorporation the Professional Recognition Committee shall:

- Provide consultation to the Board to ensure the following of best practices
- Coordinate the training of the Board on equity and inclusion best practices
- Develop programming in conjunction with other standing committees related to equity and inclusion initiatives

#### **4.15 Nominations and Elections Committee**

In addition to the duties outlined in the Code of Regulations and Articles of Incorporation the Nominations and Elections Committee shall:

- Coordinate the collection of nominations for Directors per the provisions of the Code of Regulations
- Coordinate the election of Directors per the provisions of the Code of Regulations

## **Section V MARKETING & COMMUNICATIONS**

#### **5.01 Marketing & Communications Plan**

The Association shall maintain a marketing and promotions plan that aligns with the missions, goals and work plan of the Association. This plan will outline the efforts that will be taken on an annual basis to promote the work, value and benefits of the Association and to strengthen membership.

#### **5.02 Association Email**

The Association will maintain one general email account, [osca@ohioschoolcounselor.org](mailto:osca@ohioschoolcounselor.org), that will be listed as the contact email for the Association. This email account will be maintained by the Executive Director. Inquiries for which the Executive Director is unable to respond will be forwarded to the President for action, who may in turn forward it to another appropriate Director or Officer.

#### **5.03 Website**

The Association shall maintain a comprehensive website in accordance with the marketing and promotions plan that allows for the communication of information, processing of memberships, registration of events and other Association functions. The website will be managed by the Executive Director and is to be reviewed on an annual basis for improvements and revisions.

#### **5.04 Social Media**

The Association shall maintain an active social media presence in accordance with the marketing and promotions plan. The social media platforms to be managed shall include, but not be limited to Twitter, Facebook, Instagram and LinkedIn.

The persons who will serve as account administrators for the social media accounts include the President, President-Elect, Past President and Executive Director. The President may grant posting rights to additional persons. The Executive Director will be charged with providing oversight and overall management of the social media accounts.

The username and password for all social media related accounts shall be maintained by the Executive Director as part of the archival records for the Association.

Postings to the social media accounts will be done on a regular basis and will focus on matters related to the following purposes:

- Promotion of the Association and its Members
- Announcements of events and programs of the Association or its partners
- Advocacy of the school counselor profession

Whenever possible, social media posts are to be requested in advance in accordance with a process determined by the Executive Director for review and posting. It is understood, that there will be times when posts need to happen in the moment, in which case may be done by any person designated to have posting access to the social media accounts. All persons who have access are to work to maintain a consistent voice, accurate spelling and grammar and appropriate content. In the event there is a concern with a post, it will be brought to the attention of the Executive Director and/or President for review and a determination. Any person granted access who is deemed to not be in accordance with the policies set forth may have their access to social media removed.

Decisions regarding who to follow on the Association social media accounts will be made by the Executive Director in consult with the President. The list of those followed will be reviewed on an annual basis.

#### **5.05 Newsletters**

The Association shall disseminate a periodic electronic newsletter in coordination with the American School Counselor Association to all active members. The newsletter shall focus on information of relevance to the Association and the school counseling profession. The Executive Director will manage the newsletter.

#### **5.06 Media Relations**

All media requests will be forwarded to the President for review and assignment. No Director or Officer of the Board is to provide a statement to media without the prior consent and consultation of the President or other member of the Executive Committee.

The following should be taken into consideration when participating in a media interview:

- Know the reporter, publication/program, interview format and audience
- Know what the Association's goal is for the interview
- Know what you want to say; review your key message points
- Jot down likely questions and appropriate answers in advance to the interview
- Have available any pertinent information including names, data points, figures, dates, phone numbers, web addresses, etc.
- Respond to questions briefly, directly, politely, calmly and truthfully
- Keep the conversation positive, solution-focused and based on fact
- Speak clearly, avoid jargon and clarify terms that may not be part of common understanding
- Do not answer a question you do not know the answer to and offer to get needed facts after the interview.

### **5.07 Phishing Attempts**

The Association recognizes that they may be vulnerable to third party efforts to attack, bait or engage the Association through social media, email, event attendance or other means of communication and interaction that attempt to discredit the Association's practices, mission and positions. The Directors and Officers of the Association will agree to not engage with outside groups or persons under such scenarios. Under certain circumstances, the Association will take measures as appropriate to counter attacks and misinformation to protect the school counseling profession, Association members and the image and reputation of the Association. Any Director or Officer who receives a phishing attempt will report said attempts to the President and Executive Director.

## **Section VI FINANCIAL MANAGEMENT, POLICIES & PROCEDURES**

### **6.01 Fiscal Year**

The fiscal year shall run from January 1 and end on December 31 of the year.

### **6.02 Compensation of Directors and Officers**

All Directors and Officers of the Board, with the exception of contracted service providers, are considered to be volunteers and ineligible to receive financial compensation for their time with the exception of approved travel expenses and reimbursements as outlined within the Operating Procedures. Directors and Officers of the Board will be provided with complimentary professional membership for each year they serve on the Board.

### **6.03 Banking and Financial Accounts**

The Executive Director, along with the Treasurer, shall maintain an active business checking account with an insured banking institution and will be assigned as the signer and primary contact for said account. The Executive Director, along with the Treasurer, shall be responsible for the Association checkbook and are the only persons who may write and sign checks. The Executive Director, along with the Treasurer, will be responsible for the balancing of the checkbook each month. The Executive Director, along with the Treasurer, shall maintain an active web-based payment account and will serve as the primary contact for said accounts. The Executive Director and Treasurer are the only persons who shall transfer, reimburse or request monies through said accounts.

### **6.04 Petty Cash and Cash Boxes**

The Association will not maintain petty cash. A cash box may be maintained for use during Association events including, but not limited, to the All Ohio Counselors Conference and other professional development events. The Executive Director will be responsible for maintaining cash boxes. Upon the start of an event where a cash box will be used, at least two Directors or Officers will count cash prior to and after the event and provide their signature verifying amounts withdrawn and to be deposited.

### **6.05 Investment Accounts**

The Treasurer, with permission of the Board, may recommend appropriate investment options for Association funds into interest-yielding accounts. The Association will not invest funds into market-based accounts.

### **6.06 Coordination of Joint Funds**

The Executive Director, along with the Treasurer, shall monitor all accounts that maintain funds for both the Association and another entity. When such funds exist, a memorandum of understanding will be signed annually between the Association and said entities to outline the financial obligations of all parties.

### **6.07 Annual Budget**

The Treasurer, in conjunction with the Executive Director, will develop an annual budget for each fiscal year. The proposed budget will be presented for discussion to the Board at the summer meeting each year. Requests for changes may then be submitted to the Treasurer prior to the fall meeting. The budget will be approved by the Board at the fall meeting preceding the start of the next fiscal year.

### **6.08 Budget Reporting**

The Treasurer, along with the Executive Director, shall submit reports on the budget to the Board at each board meeting and an end-of-year report at the summer or fall meeting after the end of each fiscal year.

### **6.09 Expenditures and Income**

Expenditures must be in relationship to income and must be limited to budget allocations. Expenditures must be consistent with the Association's objectives and must conform to priorities established by the Board to ensure maximum benefits to the membership. The Treasurer shall approve all expenditures on behalf of the Association and consult with the Executive Committee as appropriate for expenses that come into question with the criteria as described above. An executive discretionary fund will be allotted each fiscal year to account for non-budgeted purchases deemed appropriate by the Executive Committee.

### **6.10 Procedures Related to Expenditures**

All bills and requests for purchases must be submitted to the Executive Director for approval by the Treasurer using an approved voucher form. Itemized receipts and/or invoices must accompany all vouchers. No vouchers will be paid unless accompanied by these items, except in extenuating circumstances, as determined by the Treasurer. Voucher approval is based upon written policy, budget and approval of the Executive Committee as appropriate. Expenditures must be reasonable and the Treasurer reserves the right to disallow charges that are deemed excessive. All vouchers for expenses in a fiscal year must be submitted by the fifteenth of January of the next fiscal year to allow for the finalization of the year-end budget report.

### **6.11 Credit Card Usage**

As signers on the bank account, the Treasurer and Executive Director will be issued a credit card. Credit cards are only to be used for Association expenses. The Executive Director and Treasurer shall respectively monitor the usage of credit cards. Misuse of the credit card, as determined by the Board, will result in the immediate cancellation of the card. The misuser will be held liable for all expenses incurred and may be found to be in violation of the ethical and conduct standards within these Operating Procedures.

### **6.12 Board and Committee Meeting Travel Reimbursement**

The Association shall cover travel expenses incurred by Directors, Officers and others as approved by the President attending board and committee meetings. All committee meetings must be approved by the President in advance to qualify for reimbursement. Meetings of a social nature in which no official Association business is conducted will not qualify for reimbursement. Travel reimbursement shall include:

- Mileage for travel to and from meetings at the IRS rate for the given year.
- Single-occupancy hotel accommodations paid in full for meetings that take place over multiple days as approved by the President. While not required, Directors and Officers are encouraged to share hotel rooms or refrain from overnight stays whenever appropriate. Directors and Officers must provide notice of hotel cancellations prior to the hotel's cancellation deadline and will be responsible to cover in full any cost assessed to the Association for the late cancellation of a hotel room.
- All meals (excluding alcohol) being provided during the meeting.

### **6.13 Other Event Reimbursement**

The Association shall cover travel expenses related to the participation of Directors or Officers of the Board in other local, state and national events as approved by the President. Travel reimbursement shall include:

- Mileage or related driving costs as determined by the Treasurer due to length of drive at IRS rate for the given year.
- Air/ground transportation and fees paid in full.
- Airport/hotel parking paid in full.
- Airport to hotel shuttle, taxi or rideshare service. Any other elective shuttle, taxi or rideshare service used during the event will not be reimbursed.
- Meal expenses (excluding alcohol) at the per day rate as determined by the IRS for the specific city event is held.
- Single-occupancy hotel accommodations paid in full. While not required, Directors and Officers are encouraged to share hotel rooms or refrain from overnight stays whenever appropriate. Directors and Officers must provide notice of hotel cancellations prior to the hotel's cancellation deadline and will be responsible to cover in full any cost assessed to the Association for the late cancellation of a hotel room.
- Event registration fees if applicable.
- Tips associated with meals not to exceed 15% of the bill. Others tips including hotel staff, taxies, baggage claim employees, valets, etc. will not be reimbursed.

#### **6.14 American School Counselor Association Event Reimbursement**

The Association shall financially support the participation of no more than five (5) Directors to participate in the annual American School Counselor Association Leadership Development Institute in accordance with section 6.13. The Executive Committee will be given first priority for participation. In the event a member of the Executive Committee is unable to participate, any remaining positions will be open to the remaining Directors of the Board. If no remaining Directors express an interest, the remaining positions will be open to an Officer serving as a chair of one of the standing committees. Directors and Officers who wish to attend will submit in writing to the President their interest and the Executive Committee will decide who will attend. The President and President-Elect shall serve as the two voting delegates during the Delegate Assembly. If either is not in attendance, then the President shall designate who will serve as voting delegate. Directors will be reimbursed according to the provisions described within these Operating Procedures.

The Association shall fund for the participation of the President in the National School Counselor of the Year Reception only during years in which a Member of the Association is selected as a finalist in accordance with section 6.13. In the event the President cannot attend, another Director may be designated. Directors will be reimbursed according to the provisions described within these Operating Procedures. The Association will provide a stipend in the amount of \$100 to the Member designated as Ohio School Counselor of the Year in the event they attend the National School Counselor of the Year Reception.

Any other events sponsored by the American School Counselor Association deemed important will be reviewed for participation and financial support on an as needed basis.

While the Association supports the participation of Directors and Officers to serve in leadership positions at the national level, the Association will not provide any financial support to Directors or Officers choosing to serve at this level.

#### **6.15 All Ohio Counselors Conference Reimbursement**

Directors and Officers who actively participate in the All Ohio Counselors Conference may be reimbursed for mileage to and from the conference at IRS rate for the given year and provided a \$250 stipend for participation during the conference. Directors and Officers whose employer approves to cover all or part of their participation are asked to decline all or part of the mileage and stipend provided by the Association.

#### **6.16 Financial Accountability and Audits**

Monthly, the Executive Director shall provide the Executive Committee with an updated budget report to ensure that transactions are in compliance with Association policies and applicable laws and regulations. Per State law, the Association is not obligated to conduct a regular audit. The Treasurer will arrange for an external audit and/or review from a certified public accountant to be completed upon a majority vote of the Board requesting such an external audit when deemed necessary.



### **6.17 Taxes, Insurance, Incorporation and Legal Counsel**

The Executive Director, along with the Treasurer, will be responsible for the filing of all tax documentation as required by law. The services of a certified public accountant may be enlisted with approval of the Executive Committee. The Executive Director, along with the Treasurer, will be responsible for the renewal of the Board and liability insurance policies and will maintain records of insurance. The Executive Director will be responsible for maintaining all business documentation related to the incorporation of the Association. The Executive Director will enlist the service of legal counsel to ensure the Association is properly filling all incorporation documentation as required by law.

### **6.18 Purchase of Gifts**

The Treasurer may approve for the purchase of gifts for Directors, Officers or other affiliates in relation to the recognition of life events such as weddings, births, death of an immediate family member, retirement, etc. Such gifts shall be limited to a cost of \$25 or an amount higher upon approval from the Treasurer.

The Treasurer may approve for the purchase of gifts for Directors, Officers or other affiliates in appreciation for service to the Board. Such gifts shall be limited to a cost of \$25 or an amount higher upon approval from the Treasurer. The exception to this limit is the appreciation gift given to the out-going past-president that shall be limited to a cost of \$50 or an amount higher upon approval from the Treasurer.

### **6.19 Inventory**

The Executive Director shall maintain an inventory list indicating all physical property owned by the Association with a value in excess of \$50. The inventory list shall include a description of the item, dollar amount of purchase, date of purchase, location of item and person responsible for item.

Disposal of inventory will be coordinated by the Executive Director upon approval from the Treasurer. When possible, attempts to sell inventory to outside parties will be explored. In all other instances, inventory will either be donated or disposed of. Directors and Officers are prohibited from purchasing or receiving through donation disposed items.

### **6.20 Service Provider Contracts and Evaluations**

The Association shall enter into contracts with service providers as determined by the Board of Directors. All contracts shall be reviewed by the Treasurer and presented to the Board for approval prior to the start of said contracts. So long as a mutually agreed upon provision is reflected within a contract, the Board will renegotiate contract compensation parameters for service providers every three years of service. The Association will also complete an annual review with each service provider for which they contract services and present the annual review summary to the Board of Directors prior to the approval of the next contract.

## **Section VII AFFILIATIONS & PARTNERSHIPS**

### **7.01 Strategic Partnerships**

The Association shall work to maintain relationships with strategic partners that help advance the mission of the Association and the school counseling profession in a positive and beneficial manner. The President shall designate Directors and Officers to serve as points of contact with partners as appropriate. No Director or Officer shall enter into a partnership without prior approval from the President nor enter into partnerships that represent a conflict of interest.

The Association shall strive to maintain relationships with the following key partners:

- American School Counselor Association
- Ohio Counseling Association
- Ohio Department of Education
- Ohio Department of Higher Education
- Other organizations as deemed appropriate

### **7.02 American School Counselor Association**

The Association is a chartered state affiliate of the American School Counselor Association and agrees to abide by all standards, expectations and agreements set forth by the partner organization (Appendix C).

### **7.03 Ohio Counseling Association**

The Association shall maintain a formal, mutual and non-binding partnership with the Ohio Counseling Association and shall abide by all standards, expectations and agreements set for by both organizations' Board of Directors.

The Association will designate the Executive Director to serve as its liaison to the Ohio Counseling Association Board of Directors. The liaison will participate in all meetings of the Board of Directors, serve as a communication link and assist in any joint efforts. In the event the Executive Director is unable to participate in a meeting, another member of the Executive Committee will be designated to participate in place of the Executive Director. Reimbursement for travel will be done according to the provisions described within these Operating Procedures.

### **7.04 Liaisons**

At times, liaisons from key community stakeholder groups may be invited to attend and participate in meetings and conversations of the Board. The primary function of a Liaison is to raise concerns, provide information and strengthen relations with the Association. Liaisons have no voting rights.

## APPENDIX A

# OHIO SCHOOL COUNSELOR ASSOCIATION

## CONDUCT POLICIES FOR BOARD MEMBERS AGREEMENT (Insert Year Here)

The Ohio School Counselor Association commits itself and its members to ethical, business like and lawful conduct, including proper use of authority and appropriate decorum when acting as a Board member. The Ohio School Counselor Association has adopted the following Code of Conduct that all Board members, agree to adhere to by signing below:

### **Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest**

No member of the Board of Directors, nor member of their immediate family or persons acting on their behalf, shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member with the Ohio School Counselor Association. Members of the board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

- When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of the Ohio School Counselor Association and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
- Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board members to disclose conflicts of interest.
- Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
- All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.

### **Prohibition Against Harassment and Discrimination**

The Ohio School Counselor Association strives to maintain an environment that is free from illegal discrimination and harassment. Any board member who engages in discriminatory or harassing conduct towards members or other board members is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as

confidentially as possible by a task force of the Board appointed by the Executive Committee.

**Confidentiality**

Board members are reminded that confidential financial, personnel and other matters concerning the Association may be included in board materials or discussed from time to time. Board members should not disclose such confidential information to anyone.

**Active Participation**

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- Making attendance at all meetings of the board a priority.
- Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
- Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- Putting the interests of the organization above personal interests.
- Representing the organization in a positive and supportive manner at all times and in all places.
- Showing respect and courteous conduct in all meetings, events and communications.

**Statement of Agreement and Disclosure of Conflicts of Interest**

I, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of the Ohio School Counselor Association, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board member and abide by this Code of Conduct, the Articles of Incorporation, Code of Regulations and Operating Procedures. I understand that failure to abide may result in discipline or my removal as a Board member, pursuant to the requirements and processes provided in the Code of Regulations.

I have no actual, potential or perceived conflicts of interest to disclose at this time.

I would like to disclose the following actual or potential conflicts of interest:

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Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_