

# **ASSOCIATION OF SOCIAL WORK BOARDS**

## **BYLAWS**

### **ARTICLE I. NAME.**

The name of this organization is the Association of Social Work Boards.

### **ARTICLE II. PURPOSE.**

The purpose of the Association is to aid boards of social work in the protection of the public health and welfare by:

1. Facilitating communication and providing a forum for exchange of information and ideas among Member Boards concerning legal regulation of social workers.
2. Encouraging and aiding collaborative efforts among Member Boards in developing compatible standards and cooperative procedures for the legal regulation of social workers toward the goal of simplifying and standardizing the licensing process.
3. Representing the opinions of the Association in serving to protect the public in those matters related to the rendering of social work services through interaction with other social work organizations, legislative, judicial, regulatory or executive governmental bodies and with other groups or associations whose areas of interest may coincide with those of Member Boards.
4. Providing assistance to Member Boards in fulfilling statutory, public and ethical obligations in legal regulation and enforcement.
5. Engaging in and encouraging research on matters related to legal regulation.

### **ARTICLE III. DEFINITIONS.**

Section 1. Association.

"Association" shall mean the Association of Social Work Boards (ASWB).

Section 2. Board.

"Board" shall mean the governmental agency empowered to credential and regulate the practice of social work in any of the States of the United States of America, the District of Columbia, territories and insular possessions of the United States of America, individual provinces of Canada, and comparable entities.

Section 3. Member Board.

"Member Board" shall mean any Board as defined above which is duly accepted into the Association pursuant to these Bylaws, and to the extent that examinations are used in the licensure process, uses the Association's examinations for purposes of determining minimal competency.

Section 4. Delegate.

"Delegate" shall mean a current member or Member Board Staff designated by the Member Board as its representative.

Section 5. Alternate Delegate.

"Alternate Delegate" shall mean a current member or Member Board Staff designated by the Member Board as its alternate representative.

Section 6. Delegate Assembly.

"Delegate Assembly" shall mean the governing body that is comprised of Member Boards.

Section. 7. Licensed Social Worker.

"Licensed Social Worker" shall mean an individual authorized by a Member Board to practice social work in that jurisdiction.

Section 8. Public Member.

"Public Member" shall mean a member of a Member Board who is not, nor has ever been, a licensed social worker by any Board.

Section 9. Member Board Staff.

"Member Board Staff" shall mean a current employee of a Member Board whose responsibilities include administering the social work licensure act and/or supporting the activities of a Member Board.

## **ARTICLE IV. MEMBERSHIP.**

### Section 1. Application.

Upon receipt of a written indication of interest in membership by a board, the Executive Director will respond within 30 days with a request for information needed to determine eligibility.

### Section 2. Admittance.

A Board which qualifies for membership may be admitted into the Association as a Member Board by the Board of Directors, after seeking comment and opinion from Member Boards.

### Section 3. Rights and Privileges.

A Member Board that is current on its payment of membership dues and examination fees shall be entitled to be represented by one voting Delegate and one Alternate Delegate.

### Section 4. Termination of Membership.

- a. Membership shall be terminated when so ordered by a two-thirds vote of the quorum at the Annual Meeting. Written notice that termination is to be considered and the cause for the action shall be sent by the Secretary of the Association to all Delegates and to the Member Boards not less than 90 days prior to the meeting. The Member Board in question shall have opportunity to be heard at the meeting, with representation by counsel, before a vote is taken.
- b. Upon termination, all rights of the Member Board as provided in these Bylaws shall cease.

### Section 5. Reinstatement.

Reinstatement may be granted by an affirmative vote of a majority of the Board of Directors upon appropriate reapplication and compliance with all conditions set forth by the Board of Directors.

## **ARTICLE V. DELEGATE ASSEMBLY.**

### Section 1. Delegates.

The Delegate shall be seated by the Secretary of the Association at any time upon receipt of the appropriate credential from the Member Board, and shall serve until replaced by action of the Member Board.

Section 2. Alternate Delegates.

In the absence of the Delegate, an Alternate Delegate shall be seated by the Secretary of the Association as the Delegate.

Section 3. Authority.

The Delegate Assembly shall provide direction for the Association through adoption of the Association's Mission and Goals and may take such action, not in conflict with these Bylaws, as it deems necessary, expedient or desirable to fulfill and implement the Association's stated purposes. The Delegate Assembly shall approve any examination fee to be charged by the Association.

**ARTICLE VI. ASSOCIATION MEETINGS.**

Section 1. Annual Meeting of the Delegate Assembly.

The Annual Meeting of the Delegate Assembly shall be held yearly between October 1 and December 31 at a time and place to be determined by the Board of Directors.

Section 2. Educational Meeting of the Association.

The Educational Meeting of the Association shall be held yearly between April 1 and May 31 at a time and place to be determined by the Board of Directors. No Association business shall be conducted at the Educational Meeting, unless the Board of Directors notifies Delegates, Alternates, and all Member Boards of the necessity to conduct business in accordance with the required time lines for notice of the meeting.

Section 3. Administrator Forum.

An Administrator Forum shall be held in conjunction with each Educational Meeting of the Association and Annual Meeting of the Delegate Assembly.

Section 4. Special Meeting.

Special Meetings of the Delegate Assembly may be called by the President at any time with the approval of a majority of the Board of Directors. A Special Meeting must be called by the President if and when the Secretary receives written request thereof from at least one-third of the Member Boards of the Association.

Section 5. Notice and Agenda.

Notice of and a proposed agenda for all meetings identified in Article VI of these Bylaws shall be sent by the Secretary of the Association to all Delegates, Alternates, and Member Boards 60 days prior to the meeting date. The proposed agenda for the Annual Meeting of the Delegate Assembly shall be presented at the commencement of the Annual Meeting of the Delegate

Assembly, and may be revised by an affirmative vote of a majority of delegates present and voting.

Section 6. Quorum and Voting.

- a. In order to conduct business at any meeting of the delegate assembly, at least a majority of member boards must be in attendance, each represented by a designated voting delegate. The total number of member board delegates in attendance shall constitute a quorum. This quorum shall remain in effect irrespective of some delegates departing the meeting.
- b. Unless otherwise provided in these Bylaws, all motions must receive the affirmative vote of a majority of the quorum.
- c. In the absence of representation of a majority of the member boards at any meeting, those member board delegates in attendance shall have the authority to adopt a motion to fix the time to which to adjourn, which shall require a majority vote of those present and voting.

Section 7. Participation.

A Member Board is entitled to be represented by a single vote on each issue put to a vote before the Delegate Assembly. Member Boards shall vest the right to vote in their Delegates and Alternate Delegates. Voting by proxy is prohibited. Delegates, Alternate Delegates, all members and employees of Member Boards, and all members of Association committees shall have the privilege of the floor at all Delegate Assembly meetings. Only Delegates are eligible to make and second motions.

Section 8. Records.

The Association shall keep accurate and complete minutes of all business meetings of the Delegate Assembly, and shall make these minutes available to any Member Board for any proper purposes at any reasonable time.

**ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS.**

Section 1. Composition.

There shall be eight members of the Board of Directors: four Officers, which shall be identified as President, Immediate Past President or President-Elect, Treasurer, and Secretary; and four Directors at Large, which shall be identified as Director at Large Position 1, Director at Large Position 2, Director at Large Public Member, Director at Large Member Board Staff. The Association Officers and Board of Directors Officers shall be one and the same. Notwithstanding any other provisions of these Bylaws, the Board of Directors shall be comprised of at least five licensed social workers, and at least one Public Member and one Member Board Staff.

Section 2. Qualifications for Nomination and Appointment.

- a. President Elect, Director at Large Position 1, Director at Large Position 2.  
Candidates for the position of President Elect, Director at Large Position 1, and Director at Large Position 2 shall be, when nominated or appointed, licensed social workers in good standing and a member of a Member Board within the preceding two years.
- b. Director at Large Public Member.  
Candidates for the position of Director at Large Public Member shall be, when nominated or appointed, a Public Member of a Member Board within the preceding two years.
- c. Director at Large Member Board Staff.  
Candidates for the position of Director at Large Member Board Staff shall be, when nominated or appointed, employed as a Member Board Staff.
- d. Treasurer and Secretary.  
Candidates for the positions of Secretary and Treasurer shall be, when nominated or appointed, either a current Delegate, Alternate, or member of a Member Board within the preceding two years.

Section 3. Qualifications for Continued Service.

- a. Licensed Social Workers on the Board of Directors.  
A vacancy shall occur immediately if a Director who is a licensed social worker fails to maintain licensure in good standing through the term of service.
- b. Member Board Staff on the Board of Directors.  
A vacancy shall occur immediately if a Director who is a Member Board Staff fails to maintain employment with a Member Board during the term of service.
- c. Seated Directors.  
Directors are eligible to be elected to one additional consecutive term after they have ceased to be a member of a Member Board.

Section 4. Elections.

Directors shall be elected by secret ballot at the Annual Meeting of the Association by a majority vote of the quorum, either from nominations submitted by the Nominating Committee, or by nominations from the floor. Each Director shall assume office at the close of the Annual

Meeting at which the member is elected and shall serve as specified in these Bylaws or until a successor is elected.

Section 5. Authority.

The Board of Directors shall manage the affairs of the Association, including the establishment of an annual budget for the Association and the transaction of all business for and on behalf of the Association as authorized under these Bylaws. The Board of Directors shall carry out the resolutions, actions, or policies as authorized by the Delegates, subject to the provisions of the Articles of Incorporation and Bylaws. The Board of Directors shall hire an Executive Director to serve as the administrative officer of the Association, who shall be accountable to the Board of Directors. The Board of Directors shall conduct an annual performance review of the Executive Director.

Section 6. Duties of Officers.

The duties of the Officers of the Association shall be those which usually pertain to such offices.

Section 7. Terms.

The terms of the Directors shall be as follows:

- a. Immediate Past President. The Immediate Past President shall serve the first year of the incoming President's term and shall succeed to the Presidency if, during that first year of the term, the President is unable to complete the two-year term of office for which elected.
- b. President. The term of the President shall be two (2) years.
- c. President-Elect. A President-Elect shall be elected at the Annual Meeting next succeeding the meeting after which the President first took office to begin service concurrent with the beginning of the President's second year in office, and shall succeed to the office of President the following year. If the President is unable to complete the second year of the term the President-Elect shall succeed to the Presidency and shall complete the President's term and thereafter serve as President as provided in the Bylaws.
- d. Secretary and Treasurer. A Secretary and a Treasurer shall be elected in alternate years to serve a term of two years. The Secretary shall be elected in even-numbered years, and the Treasurer shall be elected in odd-numbered years. Both the Secretary and Treasurer shall serve no more than two consecutive terms.
- e. Directors at Large. Directors at Large shall be elected to serve for two year terms. Two Directors at Large shall be elected in odd-numbered years, and two Directors at Large shall be elected in even-numbered years.

A Director shall not serve in the same position for more than two consecutive elected terms, nor hold more than one seat on the Board of Directors at any time.

Section 8. Compensation.

Directors shall not receive compensation for services rendered, but shall be reimbursed for reasonable expenses incurred while carrying out their responsibilities.

Section 9. Vacancies.

Any vacancy that occurs in the Board of Directors, with the exception of the office of President, shall be filled by appointment of the President, after receiving input and approval from the Board of Directors, until the next Annual Meeting at which time the unexpired term shall be filled by special election. Any person elected to fill an unexpired term may be eligible for election to the same position for two consecutive terms after completion of the unexpired term.

Section 10. Removal.

A Director may be removed from office prior to the end of that member's term when, in the judgment of the Board of Directors or Delegate Assembly, the best interest of the Association would be served. Removal shall require an affirmative vote of two-thirds of the Directors, or two-thirds of the total number of eligible voting Delegates, and shall be determined as if all Directors or eligible voting Delegates were present, subject to meeting qualifications set out in Article VII, Section 2 of these Bylaws.

## **ARTICLE VIII. BOARD OF DIRECTORS MEETINGS.**

Section 1. Regular Meetings.

The Board of Directors shall hold meetings from time to time as deemed necessary to carry out its responsibilities to the Member Boards. At a minimum, the Board of Directors shall meet immediately after, and at the same place as the Delegate Assembly convenes for its Annual Meeting.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be convened by the President, and shall be convened by the President within 30 days of the President having received a written request for such meeting from any three Directors. Special meetings may be held electronically.

Section 3. Notice and Agenda.

Notice of any regular meeting of the Board of Directors shall be given to Directors at least 30 days prior to the meeting. Notice of special meetings shall be given as soon as practicable. Notice may be given in a form to ensure receipt by such Director. Any Director may waive notice of

such meeting formally or through attendance of any meeting, except when the member attends a meeting for the direct purpose of objecting to the transaction of business. Except in the case of a special meeting, a tentative agenda shall be forwarded to all member boards at least 30 days prior to a meeting.

Section 4. Quorum.

In order to conduct business at any meeting of the Board of Directors, at least a majority of the Board of Directors must be in attendance. In the absence of a majority, those Directors present shall have the authority to adjourn the meeting by majority vote.

Section 5. Voting.

Directors shall be the only individuals entitled to propose, debate, vote, and otherwise participate in the decisions and motions at Board of Directors meetings. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless an act of greater number is required by law or by these Bylaws.

Section 6. Executive Session.

The Board of Directors may meet in executive session only for discussion and resolution of personnel matters, legal matters, matters related to a Member Board's membership in the Association, and matters related directly to the security of the Association's examination programs.

Section 7. Records.

The Board of Directors shall keep accurate and complete minutes of all meetings, and shall make these minutes available to any Member Board for any proper purposes at any reasonable time

## **ARTICLE IX. COMMITTEES.**

Section 1. Nominating Committee.

There shall be three members on the Nominating Committee, who shall be elected at the Annual Meeting of the Association by the Delegates by a plurality of votes, either from nominations submitted by the Nominating Committee or by nominations from the floor. Nominating Committee members shall be elected to serve two year terms. Two Nominating Committee members shall be elected in even-numbered years, and one Nominating Committee member shall be elected in odd-numbered years. A candidate for the Nominating Committee must be a Delegate or Alternate Delegate, a member or Member Board Staff of a Member Board, or the chairperson of an Association committee, or have served as a member of a Member Board within the preceding two years of the time of nomination. All candidates for the Nominating Committee must have attended at least one ASWB Annual Meeting prior to nomination. The President may appoint the Immediate Past President or President-Elect as a fourth member of the

committee. The members shall select their own chairperson from Nominating Committee members. The Nominating Committee shall submit to the Member Boards at least 30 days before the Annual Meeting, a slate of candidates for each position on the Board of Directors to be filled, and for each of the open positions of the Nominating Committee. The Nominating Committee shall use its best efforts to submit a slate of candidates which ensures geographic, racial, and gender diversity on both the Board of Directors and the Nominating Committee. Persons serving on the Nominating Committee shall be ineligible to be slated or elected to any elected position within the Association within their elected term. Nominating Committee members who resign from the committee shall not be slated or elected to any elected position within the Association within their elected term.

#### Section 2. Finance Committee.

There shall be five members on the Finance Committee. The President-Elect or the Immediate Past President shall be a member of the committee, with the Treasurer as chairperson. The President shall appoint three other persons as members of the committee, after receiving input and approval from the Board of Directors. The composition and tenure of the three appointed members shall be determined by the President. The Finance Committee shall advise the Board of Directors on issues related to the use of the Association's assets to assure prudence and integrity of fiscal management and responsiveness to Member Boards' needs. The Finance Committee shall recommend financial policies which provide guidelines for fiscal management, and shall review and revise financial forecast assumptions.

#### Section 3. Bylaws and Resolutions Committee.

There shall be at least five members on the Bylaws and Resolutions Committee, appointed by the President after receiving input and approval from the Board of Directors. The composition and tenure of the members shall be determined by the President. The Bylaws and Resolutions Committee shall propose amendments to the Bylaws when it determines that such amendment is necessary, and shall receive and consider proposed amendments to the Bylaws submitted in accordance with these Bylaws. The committee shall receive and consider all resolutions submitted in accordance with Association policy.

#### Section 4. Examination Committee.

The President shall appoint all members of the Examination Committee after receiving input and approval from the Board of Directors. The composition of the Examination Committee shall reflect the levels and nature of social work practice as identified in the Association's current job analysis. Tenure of members shall be determined by the President. The Examination Committee shall be responsible for reviewing and approving questions for the Association's examination programs, and other related tasks as assigned by the Board of Directors.

#### Section 5. Ad-hoc Committees.

Ad-hoc committees may be established and appointed by the President as needed, after receiving input and approval from the Board of Directors. The composition and tenure of members shall be determined by the President.

## **ARTICLE X. FINANCES.**

### **Section 1. Fiscal Year.**

The fiscal year of the Association shall be the calendar year.

### **Section 2. Books and Reports.**

The Association shall keep accurate and complete books and records of accounting, available for inspection by any Member Board at the principal office of the Association for any proper purposes at any reasonable time. The Treasurer shall report on the financial condition of the Association at the Annual Meeting, and present the Annual Budget for input from Delegates. The Board of Directors shall notify ASWB Member Boards of any extraordinary purchase over \$500,000 within 30 days of the expenditure.

### **Section 3. Audit.**

The Board of Directors shall, for each fiscal year, appoint a licensed independent public accountant or licensed independent public accountants to express an opinion of the financial statements of the Association. The Executive Director shall send to each Member Board a copy of the financial statement of the Association and the report of the auditor or auditors for each fiscal year as soon as practicable after receipt of such statements and reports.

### **Section 4. Contracts.**

The Board of Directors may authorize any officer or officers, or Executive Director to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association.

### **Section 5. Checks, Drafts, or Orders.**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be authorized by the Board of Directors.

### **Section 6. Deposits.**

All funds of the Association shall be deposited from time to time to the credit of the Association in such bank, trust company, or other depository as the Board of Directors may select.

Section 7. Limitations of Expenditures.

The Association is limited to expending its funds for only those purposes which are recited in Article II of the amended Bylaws of this Association

Section 8. Insurance.

At the discretion of the Board of Directors, the Association shall carry appropriate insurance.

Section 9. Revenue.

The Board of Directors shall submit to the Delegate Assembly for approval all proposals for revenue which would affect any monetary obligation of the Member Boards.

**ARTICLE XI. INDEMNIFICATION AND QUALIFICATION.**

Section 1. Indemnification.

Subject to the limitations of this Article, the Association shall indemnify any person who was or is a party of or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that such person is or was a committee member, including the Board of Directors, or Officer of the Association, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding only if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, condition or upon a plea of Nolo Contendere or its equivalent shall not, in and of itself, create a presumption that such person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

Section 2. Qualification.

Any indemnification under this Article shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Article. Such determination shall be made by the Board of Directors consisting of members who are not parties to such action, suit or proceeding or, if such quorum is not attainable, a quorum of disinterested members.

## **ARTICLE XII. PARLIAMENTARY AUTHORITY.**

### **Section 1. Parliamentary Authority.**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, with the policies of the association, or with any statutes applicable to the association that do not authorize the provisions of these Bylaws to take precedence.

## **ARTICLE XIII. AMENDMENTS.**

### **Section 1. Amendment Proposals.**

These Bylaws may be amended at any Annual Meeting. Any Member Board, any committee established in these Bylaws, or the Board of Directors may propose Bylaws amendments. Proposed amendments to the Bylaws shall be in writing and received at the Association office not less than 120 days prior to the Annual Meeting. Such amendments shall be forwarded to the Bylaws and Resolutions Committee within seven days after receipt in the Association office. Amendments to the Bylaws proposed by the Bylaws and Resolutions Committee shall be in writing and received at the Association office not less than 75 days prior to the Annual Meeting. The Executive Director shall forward proposed amendments to Delegates, Alternates, and all Member Boards not less than 60 days prior to the date of the Annual Meeting.

### **Section 2. Adoption.**

Proposed amendments received in accordance with this Article shall be presented at the Annual Meeting and must receive an affirmative vote of two-thirds of the quorum.

*The foregoing are the Bylaws of the Association of Social Work Boards, as amended in Boston, MA, 1988; Washington, D.C. 1990; Chantilly, VA, 1993; Chantilly, VA 1995; New Orleans, LA 1999; Mesa, AZ 2000; Virginia Beach, VA 2001; Savannah, GA 2002; Chantilly, VA 2004; Dearborn, MI 2005; Baltimore, MD 2006; San Antonio, TX, 2007; Providence, RI, 2008; Oklahoma City, OK 2011.*