

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, if they are otherwise eligible.

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 full 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. The person appointed shall serve until the next Annual Meeting, at which time the unexpired term shall be filled by special election. Any person filling an unexpired term is eligible for election to the same position for two consecutive terms after completion of the unexpired term, if otherwise eligible.

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.