# 2015 Annual Meeting of the Delegate Assembly

## Bylaws and Resolutions Committee Report

The ASWB Bylaws and Resolutions Committee met at the Hotel Monaco on July 11, 2015, in Alexandria, VA.

### Ongoing Committee Charge(s)

The Bylaws and Resolutions Committee is charged with the following on an ongoing basis:

1. Considering all amendments duly proposed to the bylaws, and making recommendations to the Board of Directors and the Delegate Assembly as to the implications of adoption.
2. Initiating any suggestions that the committee feels necessary for change to the bylaws or proposed amendments.
3. Providing leadership to the bylaws amendment process at the Delegate Assembly.
4. Screening and processing all resolutions to be brought before the Delegate Assembly in accordance with association policy.
5. At the direction of the Board, reviewing the ASWB Policy Manual for inconsistencies with current bylaws or association practice, and drafting proposed changes for consideration by the ASWB Board of Directors.

### 2015 Charge

- Continue the in-depth review of the bylaws begun in 2014
- Work in collaboration with the Governance Task Force on those sections of the bylaws related to purpose, governance, and finances

### Recommendations/Actions

Over the last two years, the Bylaws Committee held 13 meetings in person or virtually via conference call to complete its work. The committee divided into three working groups to develop recommendations for assigned sections of the bylaws, as follows: Working group 1, Articles V-VI, Delegate Assembly and Association Meetings; Working group 2, Articles VII-VIII, Board of Directors and Board of Directors Meetings; and Working Group 3, Article IX, Committees. The Board liaison was a member of Working Group 2 to offer insight to the articles related to governance. For continuity, the committee chair was a member of all three working groups. The committee reconvened as a whole following the working group cycles to review all recommendations. The committee reviewed the remaining bylaws articles at its July 11 meeting, when it also considered the changes recommended by the Governance Task Force.

The proposed changes to the bylaws were presented to the ASWB Board of Directors at the Board's August 2015 meeting.

- The Board of Directors supports all the recommendations for proposed changes to the bylaws.

ASWB
Association of Social Work Boards

**Committee Members**

Kristi Plotner, MS
*Chairperson*

Winifred Anthony-Todman, VI

Timothy Martel Brown, TX

Mary Macomber, FL

Carla Moore, LA

Mark Scales, NS

Richard Silver, Québec
*ASWB Board liaison*

**Also present**

Dale Atkinson
*ASWB legal counsel*

Jayne Wood
*ASWB staff*

Governance Task Force
Dorinda Noble, chair, TX
Fran Franklin, DE
Dwight Hymans, ASWB
Mary Jo Monahan, ASWB
Amanda Duffy Randall, NE

**Not present**

Steve Polovick, Ohio

**Report prepared by Jayne Wood**

Tables detailing the recommended changes to the bylaws with rationales are included with the report as Attachments A and B. A copy of the complete bylaws with the changes marked using strikethrough and red text is included as Attachment C. A summary of proposed changes is included here.

**Final recommendations**

*Wordsmithing changes (Attachment A)*
The following is a list of wordsmithing changes and the articles/sections where the wording occurs. **All recommended wordsmithing changes will be presented together, to be considered and voted on in a single vote by the Delegate Assembly at the 2015 Annual Meeting.**

- Update terminology, update wording to reflect current practice, remove subjective wording, reduce redundancy of language
  - Article III. Definitions, Section 2
  - Article IV. Membership, Section 2
  - Article V. Delegate Assembly, Sections 1 and 2
  - Article X. Finances, Sections 2 and 8
- Clarify meaning of quorum
  - Article VI. Association Meetings, Section 6
  - Article XIII. Amendments, Section 2
- Update title of executive director to chief executive officer
  - Article IV. Membership, Section 1
  - Article VII. Board of Directors, Section 5
  - Article X. Finances, Sections 3 and 4
  - Article XIII. Amendments, Section 1
- Clarify language to reflect that operations staff participates in Board of Directors discussions
  - Article VIII. Board of Directors Meetings, Section 5

*Content/Substantive changes (Attachment B)*
The following is a list of recommended content/substantive changes and the articles/sections where the wording occurs. **Each bulleted grouping of recommended changes (with relevant articles/sections identified) will be presented individually, to be considered and voted on in separate votes by the Delegate Assembly.**

- Changes to Association Purpose. Broaden the scope of the association purpose to accommodate ASWB Strategic Plan objectives and Mission, to provide services to member boards in support of public protection, and to allow for financial support of current and future initiatives related to Purpose
  - Article II. Purpose
- Changes to Association Meetings. Eliminate time requirements for when the Annual Meeting of the Delegate Assembly and the Education Meeting occur; add provision for additional forums to occur; update language to reflect current practice re: how notice is provided
  - Article VI. Association Meetings, Section 1
  - Article VI. Association Meetings, Section 2
  - Article VI. Association Meetings, Section 3
  - Article VI. Association Meetings, Section 5
- Changes to composition of Board of Directors. Expand the Board of Directors by three members; establish election cycle and qualifications for nomination and appointment of additional members; provide Board of Directors with responsibility to manage removal of Board of Directors members
  - Article VII. Board of Directors, Section 1
  - Article VII. Board of Directors, Section 2
  - Article VII. Board of Directors, Section 7
  - Article VII. Board of Directors, Section 10

- Changes to nomination qualifications of Board of Directors. Clarify eligibility of seated Board of Directors members for nomination to other Board of Directors seats; provide clarification on vacancies
  - Article VII. Board of Directors, Section 2
  - Article VII. Board of Directors, Section 9
- Changes to qualifications for continued service of Board of Directors. Increase the number of terms seated Board of Directors members may serve
  - Article VII. Board of Directors, Section 3
- Changes to nominations from the floor. Eliminate nominations from the floor
  - Article VII. Board of Directors, Section 4
  - Article IX. Committees, Section 1
- Changes to composition of Nominating Committee. Expand the Nominating Committee by two members; establish election cycle and qualifications for nomination and appointment of additional members
  - Article IX. Committees, Section 1

Because the committee is proposing to enlarge the size of the Board of Directors and the Nominating Committee, staff completed a financial impact study. The findings of this study are included at the end of Attachment B.

## Other Action Items

The Bylaws Committee spent significant time discussing the requests made by membership at the 2014 annual meeting to have information about proposed changes presented in a manner and time frame that would allow delegates to vote knowledgeably. In response to these concerns, the committee proposed to the Board of Directors that communication sessions be held during the 60 days before the 2015 Annual Meeting.

## Recommendations/Actions

The committee recommended that two information sessions be conducted by conference call to provide clarification about the report and proposed changes. The sessions will be hosted by the Bylaws Committee chair and Board liaison, and membership will be notified by email with instructions provided for when and how to participate. These sessions are not intended to be forums for debate about the proposed changes; debate is to be reserved for the floor of the delegate assembly when all delegates will be present to hear any discussion.

- The Board of Directors supports the communications plan proposed by the Bylaws Committee.

## Future Discussion Topics and/or Suggestions for 2016 Committee Charge

- Further review of Article VII. Board of Directors is needed in light of changes proposed during this review cycle. Specifically, Sections 3. Qualifications for Continued Service and Section 7. Terms require amendment.
- Review the ASWB Policy Manual for inconsistencies with updated bylaws or association practice and draft proposed changes for consideration by the ASWB Board of Directors.
- The committee requests reappointment in 2016 in order to carry this review process through to its completion. After spending two years immersed in the bylaws, the current members are best prepared to undertake these suggested charges for 2016.

**Attachments A-C: Recommended changes to the ASWB Bylaws for adoption by vote of the Delegate Assembly are listed on the following pages.**

# Attachment A: Wordsmithing changes

The following is a list of wordsmithing changes and the articles/sections where the wording occurs. **All recommended wordsmithing changes will be presented together, to be considered and voted on in a single vote by the Delegate Assembly at the 2015 Annual Meeting.**

- Update terminology, update wording to reflect current practice, remove subjective wording, reduce redundancy of language

| ARTICLE III.<br>DEFINITIONS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 2. Board. | "Board" shall mean ~~the governmental agency~~ **the governing body** 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. | Edited to use language reflective of both U.S. and Canadian jurisdictions. |

| ARTICLE IV.<br>MEMBERSHIP<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| 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. | Edited to remove redundant wording. |

| ARTICLE V.<br>DELEGATE ASSEMBLY<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 1 Delegates | The Delegate **designated by the Member Board** 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. | Both sections were edited to update language to be reflective of practice (in Section 1, not all boards issue credentials). |
| Section 2 Alternate Delegates | In the absence of the Delegate, an Alternate Delegate **designated by the Member Board** shall be seated by the Secretary of the Association as the Delegate. | |

| ARTICLE X.<br>FINANCES<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| 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. | Word deleted because it is subjective. |

**Attachment A continues on next page**

| ARTICLE X.<br>FINANCES<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 8. Insurance. | ~~At the discretion of the Board of Directors, the~~ **The** Association shall carry appropriate insurance. | Phrase deleted because insurances should be mandatory. |

- Clarify meaning of quorum

| ARTICLE VI.<br>ASSOCIATION MEETINGS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 6 Quorum and Voting | a. In order to conduct business at any meeting of the Delegate Assembly, at least a majority **(51%)** of member boards must be in attendance each represented by a designated voting delegate. The total number of member board delegates in attendance **that day** shall constitute a quorum **for that day**. This quorum shall remain in effect irrespective of some delegates departing the meeting.<br>b. Unless otherwise provided in these Bylaws, all motions must receive the affirmative vote of a majority **(51%)** of the quorum.<br>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 the meeting**, which shall require a majority vote of those present ~~and voting~~. | In a and b: Added percentages to provide greater clarity on what defines a majority of the quorum.<br>In c: Added wording for clarity to allow the meeting to be adjourned without a quorum present; deletion for clarification and consistency. |

| ARTICLE XIII.<br>AMENDMENTS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| 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 **for that day**. | Added wording for clarity. |

- Update title of executive director to chief executive officer

| ARTICLE IV.<br>MEMBERSHIP<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 1. Application. | Upon receipt of a written indication of interest in membership by a ~~board~~ **Board**, the ~~Executive Director~~ **Chief Executive Officer** will respond within 30 days with a request for information needed to determine eligibility. | Edited to reflect current use of titles. |

| ARTICLE VII.<br>BOARD OF DIRECTORS AND OFFICERS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 5. Authority. | The Board of Directors shall ~~manage~~ **govern** 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~~ **a Chief Executive Officer** to serve as | Edits made to reflect the governance role of the Board of Directors and to reflect current use of titles. |

| ARTICLE VII.<br>BOARD OF DIRECTORS AND OFFICERS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| | 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~~ **Chief Executive Officer**. | |

| ARTICLE X.<br>FINANCES<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| 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~~ **Chief Executive Officer** 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. | Both Sections 3 and 4 were edited to reflect current use of titles. |

| ARTICLE X.<br>FINANCES<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 4. Contracts. | The Board of Directors may authorize any officer or officers, or ~~Executive Director~~ **Chief Executive Officer** to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association. | |

| ARTICLE XIII.<br>AMENDMENTS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| 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~~ **Chief Executive Officer** shall forward proposed amendments to Delegates, Board Chairs, and Administrators not less than 60 days prior to the date of the Annual Meeting. | Edited to reflect current use of titles. |

- Clarify language to reflect that operations staff participates in Board of Directors discussions

| ARTICLE VIII.<br>BOARD OF DIRECTORS MEETINGS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 5. Voting. | Directors shall be the only individuals entitled to propose, debate, **and** 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. | Wording added to allow operational staff to contribute to discussions. |

**End Attachment A**

# Attachment B: Content/Substantive Changes

The following is a list of recommended content/substantive changes and the articles/sections where the wording occurs. **Each group of recommended changes will be presented individually, to be considered and voted on in separate votes by the Delegate Assembly.**

## Group 1

- Changes to Association Purpose. Broaden the scope of the association purpose to accommodate ASWB Strategic Plan objectives and Mission, to provide services to member boards in support of public protection, and to allow for financial support of current and future initiatives related to Purpose

| ARTICLE II.<br>PURPOSE<br>(additions/deletions noted in red) | Rationale |
|---|---|
| The purpose of the Association is to ~~aid boards of social work in the protection of the public health and welfare by~~ **provide support and services to the social work regulatory community to advance safe, competent, and ethical social work practices and to strengthen the public protection mission of the social work regulatory community. The Association will:**<br><br>**1.** ~~Facilitating communication and providing a forum for exchange of information and ideas among Member Boards concerning legal regulation of social workers. Provide and facilitate education to~~ **Educate and provide leadership to member jurisdictions to build ~~the~~ regulatory knowledge ~~base to~~ that develops and implements ~~shape, create, and lead~~ competent practices for ~~the legal regulation of~~ legally regulating social work practice.**<br><br>**2.** ~~Encouraging and aiding collaborative efforts among Member Boards~~ **Collaborate with regulatory jurisdictions** in developing compatible standards and cooperative procedures ~~for the legal regulation of social workers toward the goal of simplifying and standardizing the licensing process~~ **to fulfill statutory, public and ethical obligations in legal regulation and enforcement.**<br><br>**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.~~ **Promote consistency in regulation, practice mobility and license portability for social workers across jurisdictions.**<br><br>4. ~~Providing assistance to Member Boards in fulfilling statutory, public and ethical obligations in legal regulation and enforcement.~~ **Collaborate with other organizations and bodies whose interests** ~~other social work organizations, legislative, judicial, regulatory, or executive governmental bodies as well as other groups or associations whose areas of interest~~ **coincide with those of the Association to promote safe, competent and ethical practice** ~~as a means~~ **to protect the public**.<br><br>5. ~~Engaging in and encouraging~~ **Engage in and promote** research on ~~matters related to~~ legal regulation. | The proposed changes to the Purpose of the ASWB Bylaws incorporate the language, intention, spirit, and direction of the Strategic Plan in guiding the work of the Association for the future. Since Article X, Finances, Section 7, limits the expenditure of funds to those purposes recited in Article II, this section should be expanded to allow for current and future initiatives related to the Purpose. |

Article II, Purpose (with proposed amendments)

The purpose of the Association is to provide support and services to the social work regulatory community to advance safe, competent, and ethical social work practices and to strengthen the public protection mission of the social work regulatory community. The Association will:

1. Educate and provide leadership to member jurisdictions to build regulatory knowledge that develops and implements competent practices for legally regulating social work practice.

2. Collaborate with regulatory jurisdictions in developing compatible standards and cooperative procedures to fulfill statutory, public and ethical obligations in legal regulation and enforcement.
3. Promote consistency in regulation, practice mobility and license portability for social workers across jurisdictions.
4. Collaborate with other organizations and bodies whose interests coincide with those of the Association to promote safe, competent and ethical practice to protect the public.
5. Engage in and promote research on legal regulation.

## Group 2

- Changes to Association Meetings. Eliminate time requirements for when the Annual Meeting of the Delegate Assembly and the Education Meeting occur; add provision for additional forums to occur; update language to reflect current practice re: how notice is provided

| ARTICLE VI.<br>ASSOCIATION MEETINGS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| 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. | Removed dates to allow more flexibility for planning Association meetings. |
| Section 2 **Association** Education~~al~~ Meeting ~~of the Association~~ | The **Association** Education~~al~~ 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 Education~~al~~ Meeting, unless the Board of Directors notifies Delegates, Board Chairs, and Administrators of the necessity to conduct business in accordance with the required time lines for notice of the meeting. | Edited to reflect the name of the meeting and to eliminate wordiness.<br>Removed dates to allow more flexibility for planning Association meetings. |
| Section 3 ~~Administrator Forum~~ **Forums** | **a**. An Administrator Forum shall be held in conjunction with each **Association** Education~~al~~ Meeting ~~of the Association~~ and the Annual Meeting of the Delegate Assembly.<br>**b. Forum meetings on other topics that meet the purpose and mission of the Association can be determined by the Board of Directors and scheduled in advance for any Association Education Meeting and Annual Meeting of the Delegate Assembly.** | In a: Edited to reflect the name of the meeting.<br>Part b was added to allow the Association to hold and pay for additional forums if desired. |

| ARTICLE VI.<br>ASSOCIATION MEETINGS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| 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~~ **approved by the President of the Board of Directors**. **The approved agenda shall be forwarded** to all Delegates, Board Chairs, and Administrators 60 calendar days prior to the meeting date **by ASWB staff on behalf of the Association**. 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~~. | Edited to update language to be in line with current practice; added language to reflect practice that notices are sent by staff; deleted wording for clarification and consistency in language. |

**Attachment B continues on next page**

## Group 3

- Changes to composition of Board of Directors. Expand the Board of Directors by three members; establish election cycle and qualifications for nomination and appointment of additional members; provide Board of Directors with responsibility to manage removal of Board of Directors members

| ARTICLE VII.<br>BOARD OF DIRECTORS AND OFFICERS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 1. Composition. | There shall be ~~eight~~ **11** 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~~ **seven** 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.~~ **three Directors at Large Licensed Social Worker, two Directors at Large Public Member, one Director at Large Member Board Staff, and one Director at Large Open**. 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~~ **composed** of at least ~~five~~ **six** licensed social workers~~, and at least one Public Member, and one Member Board Staff~~. | An increase in the number of members on the Board of Directors is in line with best practices for the size of an Association of this nature, and it permits the association to take advantage of the expertise of membership; language deleted to reduce redundancy. |

| ARTICLE VII.<br>BOARD OF DIRECTORS AND OFFICERS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 2. Qualifications for Nomination and Appointment. | a. President-Elect, ~~Director at Large Position 1, Director at Large Position 2,~~ **and Director at Large Licensed Social Worker positions.** Candidates for the position of President-Elect, ~~Director at Large Position 1, Director at Large Position 2,~~ **and Director at Large Licensed Social Worker positions** shall be, when nominated or appointed, licensed social workers in good standing, ~~and~~ a member of a Member Board within the preceding two years**, and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur.**<br><br>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 **and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur.**<br><br>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 **and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur.**<br><br>d. **Director at Large Open. Candidates for the position of Director at Large Open position shall be, when nominated or appointed, a Licensed Social Worker in good standing and a member of a Member Board within the preceding two years, a Public Member of a Member Board within the preceding two years, or employed as a Member Board Staff, and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur.** | Changes made in keeping with the changes made in Article VII, Section 1 and to ensure the continuity of the board as the membership voted, to preserve the responsibility and authority of the Delegate Assembly to elect its leadership, and to eliminate the need for the board president to fill vacancies created by elections. |

| ARTICLE VII.<br>BOARD OF DIRECTORS AND OFFICERS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| | **e.** Treasurer and Secretary.<br>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 **and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur.** | |

| ARTICLE VII.<br>BOARD OF DIRECTORS AND OFFICERS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 7. Terms. | The terms of the Directors shall be as follows:<br>a. Immediate Past President.<br>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.<br>b. President.<br>The term of the President shall be two (2) years.<br>c. President-Elect.<br>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.<br>d. Secretary and Treasurer.<br>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.<br>e. Directors at Large.<br>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.~~ **There are three Director at Large Licensed Social Worker positions, two elected in even-numbered years and one elected in odd-numbered years. There are two Director at Large Public Member positions, one elected in even-numbered years and one elected in odd-numbered years. There is one Director at Large Member Board Staff position, elected in even-numbered years. There is one Director at Large Open position, elected in odd-numbered years.** A Director **at Large** 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. | In e: Edited to add the terms of the additional Board of Director members for consistency with Article VII, Section 1, Composition, and to provide consistency of terminology. |

**Attachment B continues on next page**

| ARTICLE VII.<br>BOARD OF DIRECTORS AND OFFICERS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| 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. | As a best practice, boards of directors take responsibility for removal of other board members. |

## Group 4

- <u>Changes to nomination qualifications of Board of Directors</u>. Clarify eligibility of seated Board of Directors members for nomination to other Board of Directors seats; provide clarification on vacancies

| ARTICLE VII.<br>BOARD OF DIRECTORS AND OFFICERS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 2. Qualifications for Nomination and Appointment. | a. President-Elect, ~~Director at Large Position 1, Director at Large Position 2,~~ and **Director at Large Licensed Social Worker positions**.<br>Candidates for the position of President-Elect, ~~Director at Large Position 1, Director at Large Position 2,~~ **and Director at Large Licensed Social Worker positions** shall be, when nominated or appointed, licensed social workers in good standing, ~~and~~ a member of a Member Board within the preceding two years**, and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur.**<br><br>b. Director at Large Public Member.<br>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 **and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur**.<br><br>c. Director at Large Member Board Staff.<br>Candidates for the position of Director at Large Member Board Staff shall be, when nominated or appointed, employed as a Member Board Staff **and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur.**<br><br>d. **Director at Large Open. Candidates for the position of Director at Large Open position shall be, when nominated or appointed, a Licensed Social Worker in good standing and a member of a Member Board within the preceding two years, a Public Member of a Member Board within the preceding two years, or employed as a Member Board Staff, and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur.**<br><br>**e.** Treasurer and Secretary.<br>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 **and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur.** | Changes made in keeping with the changes made in Article VII, Section 1 and to ensure the continuity of the board as the membership voted, to preserve the responsibility and authority of the Delegate Assembly to elect its leadership, and to eliminate the need for the board president to fill vacancies created by elections. |

| ARTICLE VII.<br>BOARD OF DIRECTORS AND OFFICERS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| 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 meet the eligibility set forth in Article VII, Section 2 of these Bylaws and** 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. | Wording added to clarify that replacements appointed by the President to fill vacancies fulfill the eligibility conditions for service. |

## Group 5

- Changes to qualifications for continued service of Board of Directors. Increase the number of terms seated Board of Directors members may serve

| ARTICLE VII.<br>BOARD OF DIRECTORS AND OFFICERS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 3. Qualifications for Continued Service. | a. Licensed Social Workers on the Board of Directors.<br>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.<br>b. Member Board Staff on the Board of Directors.<br>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.<br>c. Seated Directors.<br>**Notwithstanding Article VII, Section 2 in these bylaws, seated directors** ~~Directors~~ are eligible to be elected to **up to two** ~~one~~ additional ~~consecutive~~ term**s for any position on the Board of Directors** after they have ceased to be a member of a Member Board, if they are otherwise eligible. **However, seated directors are subject to the term limits set forth in Article VII, Section 7.** | To allow qualified and experienced members of the board of directors to continue serving in leadership positions although no longer serving on their boards. |

**Attachment B continues on next page**

**Group 6**

- Changes to nominations from the floor. Eliminate nominations from the floor

| ARTICLE VII.<br>BOARD OF DIRECTORS AND OFFICERS<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 4. Elections. | Directors shall be elected by ~~secret~~ **confidential** 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. | Wording changed from 'secret' to 'confidential' to modernize language with respect to electronic voting.<br><br>The Nominating Committee is elected by the Delegate Assembly to submit a diverse slate of candidates for each position to be elected. Accepting nominations from the floor does not permit the Nominating Committee to fulfill its charge of vetting and determining the eligibility of all candidates. Maintaining the majority of licensed social workers on the board as mandated in Article VII, Section 1 cannot be ensured if nominations from the floor are permitted. |

| ARTICLE IX.<br>COMMITTEES<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 1. Nominating Committee. | There shall be ~~three~~ **five** 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~~ **Three** Nominating Committee members shall be elected in even-numbered years, and ~~one~~ **two** Nominating Committee ~~member~~ **members** 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~~ **sixth** 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 calendar 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~~ **reflect** 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 | Increasing the size of the committee will permit greater interaction with the Member Board membership, which will allow an increased exposure to possible candidates. A larger committee is needed because of the size of the association and the amount of work the Nominating Committee does to slate the candidates and to ensure diversity of representation.<br><br>The mandate of the Nominating Committee is to vet and determine eligibility of candidates slated for positions. Nominating from the floor does not permit the Nominating Committee time to vet and determine |

| ARTICLE IX.<br>COMMITTEES<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| | 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. | eligibility of candidates.<br><br>Text regarding diversity of candidates updated to be inclusive of all types of diversity. |

**Group 7**

- Changes to composition of Nominating Committee. Expand the Nominating Committee by two members; establish election cycle and qualifications for nomination and appointment of additional members

| ARTICLE IX.<br>COMMITTEES<br>(additions/deletions noted in red) | | Rationale |
|---|---|---|
| Section 1. Nominating Committee. | There shall be ~~three~~ **five** 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~~ **Three** Nominating Committee members shall be elected in even-numbered years, and ~~one~~ **two** Nominating Committee ~~member~~ **members** 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~~ **sixth** 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 calendar 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~~ **reflect** 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. | Increasing the size of the committee will permit greater interaction with the Member Board membership, which will allow an increased exposure to possible candidates. A larger committee is needed because of the size of the association and the amount of work the Nominating Committee does to slate the candidates and to ensure diversity of representation.<br><br>The mandate of the Nominating Committee is to vet and determine eligibility of candidates slated for positions. Nominating from the floor does not permit the Nominating Committee time to vet and determine eligibility of candidates.<br><br>Text regarding diversity of candidates updated to be inclusive of all types of diversity. |

**Attachment B continues on next page**

# Financial Impact Study

## Board of Directors—add three new members

| Cost to attend | Purpose/Meeting |
|---|---|
| $10,000 | Board of Directors Meetings (3 meetings) |
| $ 4,500 | Federation of Associations of Regulatory Boards (1 meeting) |
| $ 4,500 | Annual Meeting of the Delegate Assembly (1 meeting includes cost of board meeting) |
| $ 4,500 | Association Education Meeting (1 meeting) |
| $ 3,000 | Committee meeting assigned as Board Liaison (1 meeting) |
| **$26,500** | **Annual total** |

## Nominating Committee—add two new members

| Cost to attend | Purpose/Meeting |
|---|---|
| $3,000 | Nominating Committee in-person meeting (1 meeting) |
| $3,000 | Annual Meeting of the Delegate Assembly (1 meeting) |
| **$6,000** | **Annual total** |

**$32,500/year** **Grand Total**

**End Attachment B**

# Attachment C: All bylaws with deletions/additions marked

## 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~~ **provide support and services to the social work regulatory community to advance safe, competent, and ethical social work practices and to strengthen the public protection mission of the social work regulatory community. The Association will:**

1. ~~Facilitating communication and providing a forum for exchange of information and ideas among Member Boards concerning legal regulation of social workers.~~ ~~Provide and facilitate education to~~ **Educate and provide leadership to member jurisdictions to build** ~~the~~ **regulatory knowledge** ~~**base to**~~ **that develops and implements** ~~shape, create, and lead~~ **competent practices for** ~~the legal regulation of~~ **legally regulating social work practice.**
2. ~~Encouraging and aiding collaborative efforts among Member Boards~~ **Collaborate with regulatory jurisdictions in developing compatible standards and cooperative procedures** ~~for the legal regulation of social workers toward the goal of simplifying and standardizing the licensing process~~ **to fulfill statutory, public and ethical obligations in legal regulation and enforcement.**
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.~~ **Promote consistency in regulation, practice mobility and license portability for social workers across jurisdictions.**
4. ~~Providing assistance to Member Boards in fulfilling statutory, public and ethical obligations in legal regulation and enforcement.~~ **Collaborate with other organizations and bodies whose interests** ~~other social work organizations, legislative, judicial, regulatory, or executive governmental bodies as well as other groups or associations whose areas of interest~~ **coincide with those of the Association to promote safe, competent and ethical practice** ~~as a means~~ **to protect the public**.
5. ~~Engaging in and encouraging~~ **Engage in and promote 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~~ **the governing body** 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~~ **Board**, the ~~Executive Director~~ **Chief Executive Officer** 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 **designated by the Member Board** 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 **designated by the Member Board** 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. **Association** Education~~al~~ Meeting ~~of the Association~~.

The **Association** Education~~al~~ 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 Education~~al~~ Meeting, unless the Board of Directors notifies Delegates, Board Chairs, and Administrators of the necessity to conduct business in accordance with the required time lines for notice of the meeting.

Section 3. ~~Administrator Forum~~ **Forums**.

**a.** An Administrator Forum shall be held in conjunction with each **Association** Education~~al~~ Meeting ~~of the Association~~ and Annual Meeting of the Delegate Assembly.

**b. Forum meetings on other topics that meet the purpose and mission of the Association can be determined by the Board of Directors and scheduled in advance for any Association Education Meeting 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~~ **approved by the President of the Board of Directors. The approved agenda shall be forwarded** to all Delegates, Board Chairs, and Administrators 60 days prior to the meeting date **by ASWB staff on behalf of the Association**. 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 **(51%)** of Member Boards must be in attendance, each represented by a designated voting Delegate. The total number of Member Board Delegates in attendance **that day** 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 **(51%)** 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 **the meeting**, 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~~ **11** 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~~ **seven** 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.~~ **three Directors at Large Licensed Social Worker, two Directors at Large Public Member, one Director at Large Member Board Staff, and one Director at Large Open.** 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~~ **composed** of at least ~~five~~ **six** 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~~ **and Director at Large Licensed Social Worker positions.**
Candidates for the position of President Elect, ~~Director at Large Position 1, and Director at Large Position 2~~ **and Director at Large Licensed Social Worker positions** shall be, when nominated or appointed, Licensed Social Workers in good standing**,** ~~and~~ a member of a Member Board within the preceding two years**, and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur**.

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 **and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur**.

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 **and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur**.

d. **Director at Large Open.**
**Candidates for the position of Director at Large Open position shall be, when nominated or appointed, a Licensed Social Worker in good standing and a member of a Member Board within the preceding two years, a Public Member of a Member Board within the preceding two years, or employed as a Member Board Staff, and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur.**

**e.** 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 **and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur**.

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.
**Notwithstanding Article VII, Section 2 in these bylaws, seated directors** ~~Directors~~ are eligible to be elected to ~~one~~ **up to two** additional ~~consecutive~~ term**s for any position on the Board of Directors** after they have ceased to be a member of a Member Board, if they are otherwise eligible. **However, seated directors are subject to the term limits set forth in Article VII, Section 7.**

Section 4. Elections.

Directors shall be elected by ~~secret~~ **confidential** 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~~ **govern** 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~~ **a Chief Executive Officer** 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~~ **Chief Executive Officer**.

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.~~ **There are three Director at Large Licensed Social Worker positions, two elected in even-numbered years and one elected in odd-numbered years. There are two Director at Large Public Member positions, one elected in even-numbered years and one elected in odd-numbered years. There is one Director at Large Member Board Staff position, elected in even-numbered years. There is one Director at Large Open position, elected in odd-numbered years.** A Director **at Large** 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 meet the eligibility set forth in Article VII, Section 2 of these Bylaws and** 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.

## 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, **and** 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~~ **five** 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~~ **Three** Nominating Committee members shall be elected in even-numbered years, and ~~one~~ **two** Nominating Committee ~~member~~ **members** 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~~ **sixth** 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~~ **reflect** 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~~ **Chief Executive Officer** 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~~ **Chief Executive Officer** 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~~ **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~~ **Chief Executive Officer** shall forward proposed amendments to Delegates, Board Chairs, and Administrators 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 **for that day**.

*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; Springfield, IL, 2012; Nashville, TN, 2013.*