

2022 Bylaws and Resolutions Committee Report to the ASWB Delegate Assembly on Proposed Amendments and Resolution 1-2022

This report contains information on proposed bylaws amendments and Resolution 1-2022, Including ASWB on Member Board agendas to increase current and ongoing knowledge of ASWB for consideration by the ASWB Delegate Assembly at its 2022 annual meeting. According to ASWB bylaws, proposed amendments must be forwarded to all member boards no less than 60 days before the annual meeting. The same notice is required in Policy 4.2 for resolutions. An additional committee report that includes other committee activities will be provided at the meeting.

Ongoing Committee Charge(s)

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 Annual Meeting of 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 of Directors, reviewing the ASWB Policy Manual for inconsistencies with current bylaws or association practice, and drafting proposed changes for consideration by the ASWB Board.

2022 Committee Charge(s)

1. Developing a resolutions guidance document with suggested templates, wording, and submission policies.
2. Evaluating the bylaws for inclusivity.
3. Reviewing the bylaws in full to ensure they continue to meet the needs of the organization.

I. From the Ongoing Committee Charges

1. Amendment proposals from outside the committee

The committee did not receive any bylaws amendment proposals from membership.

2. Amendment proposals from the committee – 2022 charge #3

The committee proposes a number of bylaws changes in fulfillment of 2022 committee charge #3. Attachment 1 lists the proposed amendments and rationales. Attachment 2 provides the complete bylaws with proposed amendments in place. At its August 6, 2022, meeting, the Board of Directors voted to support adoption of all amendments as proposed. Delegates will vote on all amendments in a single vote.

4. Screening and processing all resolutions to be brought before the delegate assembly in accordance with association policy.

The committee did not receive any resolutions from membership. The committee drafted a resolution to encourage member boards to add time to their board agendas for discussing ASWB business. The resolution was submitted to ASWB offices before the 75-day deadline in Policy 4.2, Resolutions. The committee recommends that delegates DO PASS this resolution (Attachment 3).



Committee members

Cheney Cloke
British Columbia
Chairperson

Elizabeth Crone
Arkansas

Jennifer Fulcher
Mississippi

Dayirai Kapfunde
Alberta

Jacqueline Lowe
South Carolina

Board liaison
Carla Moore
Louisiana

Attachment 1
2022 Bylaws and Resolutions Committee
Proposed bylaws amendments with rationales
(deletions in black strikethrough; additions/moves in red)

I. Substantive amendment proposals

Article III. Definitions

- Added definition of **Member Board Member**.

Section 10. Member Board Member.

“Member Board Member” shall mean an individual who is currently serving on a Member Board.

Rationale: Added definition for inclusivity; the bylaws include definitions for Member Board Administrator, Member Board Staff, and Public Member. This addition rounds out the list. (This change is also reflected in proposed amendments to Articles IV, VII, and IX.)

- Alphabetized the entries in Article III. Definitions.

Rationale: Put definitions in alphabetical order to aid in readability. The committee suggests continuing alphabetical order as definitions may be added in future. (See Attachment 2 for alphabetical listing.)

Article VI. Association Meetings

- **Section 7. Participation**

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~~ **Member Board Members** and ~~employees of~~ **Member Board Staff, Member Board Administrators**, 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.

Rationale: Changes made to align Article VI wording with Article III addition of Member Board Member definition.

Article VII. Board of Directors and Officers

- **Section 2. Qualifications for Nomination and Appointment**
- **Section 3. Qualifications for Continued Service**

Section 2. Qualifications for Nomination and Appointment.

- a. Office of President and Director at Large, Licensed Social Worker positions.

Candidates for the Office of President and Director at Large, Licensed Social Worker positions shall be, when nominated or appointed, Licensed Social Workers in good standing, a ~~member of a~~ Member Board **Member** 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.

- d. Director at Large, Open.

Candidates for the position of Director at Large, Open position shall be, when nominated or appointed, a ~~member of a~~ Member Board **Member** within the preceding two years or a Member Board Administrator 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, a Licensed Social Worker in good standing and a ~~member of a~~ Member Board **Member** within the preceding two years, a Public Member of a Member Board within the preceding two years, or ~~employed~~ **serving** as a Member Board Administrator, 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.

c. Seated Directors.

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

Rationale: Changes made to align Article VII wording in Section 2(a), 2(d), 2(e), and Section 3(c) with Article III addition of Member Board Member definition.

Article IX. Committees

- **Section 1. Nominating Committee**

Section 1. Nominating Committee.

- a. There shall be 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. Three Nominating Committee members shall be elected in even-numbered years, and two Nominating Committee members shall be elected in odd-numbered years. A candidate for the Nominating Committee must be a ~~member of a~~ Member Board **Member within the preceding two years of the time of nomination** or a Member Board Administrator of a Member Board ~~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 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 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.

Rationale: Changes made to align wording in Article IX 1(a) with Article III addition of Member Board Member definition and to align wording related to eligibility with Article VII.

Article X. Finances

- Section 2. Books and reports

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 **unusual and nonrecurring** purchase over \$500,000 within 30 days of the expenditure.

Rationale: Added wording to restore intent of the original 2005 amendment to report on “extraordinary” purchases. In 2015, the word was deleted as too subjective without a replacement to maintain the original intent. In 2015, financial accounting standards retired the word “extraordinary,” replacing it with “unusual and nonrecurring.” This proposed amendment updates the terminology to current usage.

- Section 3. Audit

Section 3. Audit.

The Board of Directors shall, for each fiscal year, appoint a ~~licensed independent~~ **certified** public accountant or ~~licensed independent public accountants~~ **a certified public accounting firm** to express an opinion of the financial statements of the Association. The Chief Executive Officer shall ~~send to~~ **notify** each Member Board ~~a copy of the financial statement of the Association and~~ **when** the report of the auditor or auditors for each fiscal year **is available**, as soon as practicable after receipt of such ~~statements and reports.~~

Rationale:

- Corrected terminology related to public accountants/firms for accuracy.
- Changes made related to notifying member boards of the audit report when available rather than sending a copy to each board to be consistent with the way access is granted to other accounting records per Article X, Section 2 and to make the process more efficient.

- Section 4. Contracts

Section 4. Contracts.

The Board of Directors may authorize any officer or officers, ~~or the~~ Chief Executive Officer, **or a designee of the Chief Executive Officer consistent with policies as amended by the Board of Directors** to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association.

Rationale: Added wording to extend signature authority to a designee of the CEO consistent with policy to align bylaws with policy 7.9, Fiscal procedures and with current practice.

Article XIII. Amendments

- Section 2. Adoption

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. **Amendments take effect at the end of the Annual Meeting in which they are adopted unless otherwise noted.**

Rationale: Added wording to clarify when amendments take effect. The bylaws are currently silent on this matter, leading to potential confusion and unintentional violation of the bylaws.

II. Wordsmithing amendment proposals

Article IV. Membership

- Section 2. Admittance

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 from Member Boards. Duly admitted Member Boards agree to comply with these bylaws and other relevant policies and procedures related to ASWB programs and services.

Rationale: Wordsmithing to reduce redundancy.

Article VI. Association Meetings

- Section 3. Forums

Section 3. Forums.

- An Administrators Forum shall be held in conjunction with each Association Education Meeting and Annual Meeting of the Delegate Assembly.

Rationale: Wordsmithing to correct the name of the Administrators Forum.

Article VIII. Board of Directors Meetings

- Section 1. Regular 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.

Rationale: Wordsmithing to correct punctuation.

Article IX. Committees

- Section 4. Examination Committee

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 performing other related tasks as assigned by the Board of Directors.

Rationale: Wordsmithing for readability.

Attachment 2

Complete bylaws with proposed amendments (deletions in black strikethrough; additions/moves in red)

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 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.

ARTICLE III. DEFINITIONS.

~~Section 5-~~ 1. Alternate Delegate.

“Alternate Delegate” shall mean a current member of a Member Board, a Member Board Administrator, or a Member Board Staff designated by the Member Board as its alternate representative.

~~Section 4-~~ 2. Association.

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

~~Section 2-~~ 3. Board.

“Board” shall mean 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 entry level competence at the licensure category validated by ASWB and under policies and procedures determined from time to time by the Board of Directors.~~

Section 4. Delegate.

“Delegate” shall mean a current member of a Member Board, a Member Board Administrator, or a Member Board Staff designated by the Member Board as its representative.

Section ~~6~~ 5. Delegate Assembly.

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

Section ~~11~~ 6. Licensed Professional.

“Licensed Professional” shall mean an individual licensed to practice a profession.

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 recognized by applicable jurisdictional law as a Public Member of a Member Board.~~

Section ~~3~~ 8. 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 entry-level competence at the licensure category validated by ASWB and under policies and procedures determined from time to time by the Board of Directors.

Section ~~10~~ 9. Member Board Administrator.

“Member Board Administrator” shall mean the individual serving as and responsible for administration of the social work licensure act as well as the day-to-day performance and supervision of the administrative duties and functions of the Member Board. Each Member Board shall have only one Member Board Administrator for the purposes of eligibility to serve on the ASWB Board of Directors and Nominating Committee.

Section 10. Member Board Member.

“Member Board Member” shall mean an individual who is currently serving on a Member Board.

Section ~~9~~ 11. Member Board Staff.

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

Section ~~8~~ 12. Public Member.

“Public Member” shall mean a member of a Member Board who is recognized by applicable jurisdictional law as a Public Member of a Member Board.

ARTICLE IV. MEMBERSHIP.

Section 1. Application.

Upon receipt of a written indication of interest in membership by a Board, the 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 from Member Boards. Duly admitted Member Boards agree to comply with these bylaws and other relevant policies and procedures related to ASWB programs and services.

Section 3. Rights and Privileges.

A Member Board that is in good standing as determined by the Board of Directors, including but not limited to payment of membership dues and compliance with these bylaws and ASWB examination policies and procedures, shall be entitled to be represented by one voting Delegate and one Alternate Delegate.

Section 4. Continued Membership.

The Board of Directors shall be authorized to sanction a Member Board, up to and including termination of membership in ASWB, based upon a two-thirds affirmative vote of the total number of the Board of Directors as if all such members are present. Written notice that a sanction is being contemplated shall be timely sent by the Secretary to the affected Member Board and include the basis for such action along with the option to elect a hearing under policies and procedures determined from time to time by the Board of Directors.

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 in good standing shall be seated by the Secretary of the Association at any time 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 in good standing 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 at a time and place to be determined by the Board of Directors.

Section 2. Association Education Meeting.

The Association Education Meeting shall be held yearly at a time and place to be determined by the Board of Directors. No Association business shall be conducted at the Education 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. Forums.

- a. An Administrators Forum shall be held in conjunction with each Association Education Meeting 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 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.

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 adjourn the meeting, which shall require a majority vote of those present.

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~~ **Member Board Members** and ~~employees of Member Board~~ **Staff, Member Board Administrators**, 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 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 seven Directors at Large, which shall be identified as three Directors at Large, Licensed Social Worker, two Directors at Large, Public Member, one Director at Large, Member Board Administrator, 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 composed of at least six Licensed Social Workers. All Licensed Professionals serving in any capacity on the Board of Directors shall have, when nominated or appointed, licensure in good standing.

Section 2. Qualifications for Nomination and Appointment.

- a. Office of President and Director at Large, Licensed Social Worker positions.
Candidates for the Office of President and Director at Large, Licensed Social Worker positions shall be, when nominated or appointed, Licensed Social Workers in good standing, a ~~member of a Member Board~~ **Member** 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 Administrator.
Candidates for the position of Director at Large, Member Board Administrator shall be, when nominated or appointed, serving as a Member Board Administrator 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 ~~member of a~~ Member Board **Member** within the preceding two years or a Member Board Administrator 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, a Licensed Social Worker in good standing and a ~~member of a~~ Member Board **Member** within the preceding two years, a Public Member of a Member Board within the preceding two years, or ~~employed~~ **serving** as a Member Board Administrator, 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 Professionals on the Board of Directors.

A vacancy shall occur immediately if a Director who is a Licensed Professional fails to maintain licensure in good standing through the term of service.

b. Member Board Administrator on the Board of Directors.

A vacancy shall occur immediately if a Director who is a Member Board Administrator is no longer serving as such Administrator during the term of service.

c. Seated Directors.

Notwithstanding Article VII, Section 2 in these bylaws, seated directors are eligible to be elected to up to two additional terms for any position on the Board of Directors inclusive of the Office of President after they have ceased to be a ~~member of a~~ Member Board **Member**, 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 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 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 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 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.

Service on the Board of Directors shall be limited to four consecutive elected terms, exclusive of the Office of President. However, seated directors are subject to the limitations set forth in Article VII, Section 3(c). The terms of the Directors shall be as follows:

- a. Office of President. The Office of President shall be deemed a single term, with a four-year commitment, as follows.
 - i. Service as President-Elect for one year. 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.
 - ii. Service as President for two years.
 - iii. Service as Immediate Past President for one year. 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.

Upon completion of the term of Office of President, such individual shall be ineligible to be nominated for or appointed to a position on the Board of Directors for a minimum of one election cycle.

- b. 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 in those positions.
- c. Directors at Large. Directors at Large shall be elected to serve for two-year terms. 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 Administrator 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 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, the best interest of the Association would be served. Removal shall require an affirmative vote of two-thirds of the Directors and shall be determined as if all Directors 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 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.

- a. There shall be 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. Three Nominating Committee members shall be elected in even-numbered years, and two Nominating Committee members shall be elected in odd-numbered years. A candidate for the Nominating Committee must be a ~~member of a Member Board~~ **Member within the preceding two years of the time of nomination** or a Member Board Administrator of a Member Board ~~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 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 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.
- b. Any vacancy that occurs on the Nominating Committee shall be filled by appointment by the President, after receiving input and approval from the Board of Directors. The person appointed shall meet the eligibility set forth in Article IX, Section 1(a) of these Bylaws and shall serve until the next Annual Meeting of the Delegate Assembly, at which time the unexpired term shall be filled by special election.

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 **performing** other related tasks as assigned by the Board of Directors.

Section 5. Ad-hoc Committees and Task Forces.

Ad-hoc committees and task forces 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.

Section 6. Qualifications for Continued Service.

All members of all committees and task forces, whether appointed or elected, who are Licensed Professionals must maintain licensure in good standing throughout the term of service on such committee or task force. For appointed positions, the President has the discretion to allow for continued committee or task force service by a Licensed Professional who affirmatively seeks retirement or inactive status from the state/province of licensure.

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 **unusual and nonrecurring** 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~~ **certified** public accountant or ~~licensed independent public accountants~~ **a certified public accounting firm** to express an opinion of the financial statements of the Association. The Chief Executive Officer shall ~~send to~~ **notify** each Member Board ~~a copy of the financial statement of the Association and~~ **when** the report of the auditor or auditors for each fiscal year **is available**, 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 the~~ Chief Executive Officer, ~~or a designee of the Chief Executive Officer consistent with policies as amended by the Board of Directors~~ 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.

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 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. **Amendments take effect at the end of the Annual Meeting in which they are adopted unless otherwise noted.**

The foregoing are the Bylaws of the Association of Social Work Boards, as amended in Boston, MA, 1988; Washington, DC, 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; Fort Lauderdale, FL, 2015; San Diego, CA, 2016; Atlanta, GA, 2017; San Antonio, TX, 2018; Orlando, FL, 2019.

Attachment 3
Resolution #1-2022
Including ASWB on Member Board agendas to increase
current and ongoing knowledge of ASWB

Resolution No.: 1-2022

Name of Resolution: Including ASWB on Member Board agendas to increase current and ongoing knowledge of ASWB

Proposer: ASWB Bylaws & Resolutions Committee

Committee Recommendation: DO PASS

WHEREAS, the Association of Social Work Boards (ASWB) is a not-for-profit organization recognized as exempt from federal taxation under section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, this tax status is based upon the purpose of ASWB providing programs and services that promote uniformity and lessen burdens on government while enhancing the effectiveness and efficiencies of social work regulatory boards; and

WHEREAS, ASWB is a membership organization whose members (Member Boards) comprise the state and provincial government boards legislatively delegated with the authority to regulate the social work profession in the interest of public protection; and

WHEREAS, ASWB continually strives to communicate with its Member Boards to develop and maintain their knowledge of the organization, encourage their use of offered programs and services, and seek Member Board suggestions for innovative programs within the mission of ASWB; and

WHEREAS, the differing governance structures of the Member Boards make it difficult to communicate the benefits and opportunities of ASWB to members and staff of Member Boards while respecting communication protocols in government; and

WHEREAS, Member Boards publicly meet on a regularly scheduled basis, during which time there is opportunity for Member Board members and staff to learn about and receive updates from ASWB; and

WHEREAS, awareness of ASWB and consistent communication with Member Boards would benefit such Member Boards and is identified on the current ASWB strategic framework; and

WHEREAS, placement of ASWB on each scheduled Member Board meeting agenda would encourage Member Board members to increase their knowledge of ASWB and to contribute ideas and suggestions to ASWB for enhancing and developing programs and services beneficial to the Member Boards; and

WHEREAS, ASWB Member Boards are ASWB and are encouraged to be knowledgeable about and participate in their organization.

THEREFORE BE IT RESOLVED, that the Member Boards of the Association of Social Work Boards include ASWB on each board meeting agenda in order to educate members, staff, and other constituents about ASWB, its programs, and services and to encourage meaningful participation in all benefits of membership; and

THEREFORE BE IT FURTHER RESOLVED, that Member Boards inform ASWB by July 1, 2023, of the current status of inclusion on Member Board agendas to allow ASWB to prepare to assist in the implementation of the intent of this resolution; and

THEREFORE BE IT FURTHER RESOLVED, that ASWB develop a plan for providing Member Boards with materials for use at Member Board meetings and any other supports needed to advance the information and communication aims of this resolution.