

**BYLAWS OF THE
CLINICAL SOCIAL WORK ASSOCIATION**

A Non-profit Association

ARTICLE I

Name

The name of this association shall be the "Clinical Social Work Association, Inc."

ARTICLE II

PURPOSE

As set forth in the ARTICLES OF INCORPORATION: The purposes for which this Association is organized are:

1. To promote excellence in clinical social work practice through the advancement of the profession for the benefit of clients and clinicians who serve them.
2. To define, advance, and promote the professional standards and practice of clinical social work by assisting members in establishing and maintaining high standards of professional education, practice, ethics and achievement.
3. To increase and disseminate professional knowledge through research, reports, publications, and involvement with other organizations.
4. To promote legislative and regulatory statutes and rules that provide for the optimum practice of clinical social work.
5. Such other and further purpose that may be consistent with the Mission and is permitted by law.

Article III

Directors

1. **General Powers** – The business and affairs of the Association shall be managed by its Board of Directors.

2. **Number and Tenure** - The Board of Directors of the Association shall consist of ten elected representatives from the membership and the elected executive officers. Directors shall hold office until their respective successors are elected. Regional Representatives of the Board of Directors shall be members in good standing of the Association and elected by a plurality vote of the sitting board. The term of each representative shall be for three (3) years or until her or his successor is elected. A representative may not be elected for a third consecutive term, but may be elected again if off the Board for one year.

3. **Vacancies** - Whenever a vacancy shall occur on the Board of Directors such vacancy shall be filled by appointment of the President with the approval of the Board of Directors. The initial term of such an appointed board member shall be for the unexpired portion of the term to which she or he was appointed. Thereafter, such an appointed board member may stand for two (2) full terms.

4. **Executive Committee** - The Executive Committee of the Board of Directors shall consist of five (5) officers, the President, the Vice President, the immediate Past President, the Secretary, and the Treasurer. The Past President shall serve on the Executive Committee for one one-year term and shall have the option of serving a second year within that term if the Past President so desires, with a plurality vote of the Board.

The Executive Committee shall meet at the request of the President or the Board of Directors to coordinate affairs of the Association; or to advise the President; in order to assist in carrying out the objectives of the organization as expressed by the Board of Directors. Such activities shall not be in contradiction, conflict or violation of existing policy of the Board of Directors.

The Executive Committee may authorize a transfer of funds from one account within the budget to another to meet unexpected expenses incurred as a result of carrying out Board of Directors' mandates or general policies, provided that the amount does not cause the overall budget to be exceeded. Such transactions must be reported in the financial report at the following Board of Directors meeting.

ARTICLE IV

MEETINGS

1. **Regular Meetings** - The Board of Directors of the Association shall meet at least twice annually at such time and place as may be decided by the Executive Committee. The spring Board of Directors' meeting shall be the Annual Meeting of the Association. At the spring meeting, elections are held and annual reports are presented.

2. **Special Meetings** - Special meetings of the Board of Directors may be called by the President and shall be called upon receipt of a written petition by a majority of the members of the Board of Directors.

3. **Notice** - Notice of any regular Board of Directors meeting shall be given in writing, stating the place, time, and purpose of such meeting. Notice shall be given not less than four (4) weeks prior to the date of the meeting. Notice of special meetings must be given not less than two (2) weeks prior to the date of the meeting. Notice for any meeting may be given by mail, telephone, facsimile transmission, or electronic mail. No notice is required if waived by every board member entitled to receive notice by either submitting in writing to that effect at the meeting or by appearing at the meeting without protesting the lack of proper notice.

4. **Telecommunication Meetings** – Meetings of the Board of Directors may be held by means of any communications equipment, provided all persons participating can hear each other. Participation in such a meeting shall constitute presence at such meeting.

5. **Executive Session** - The Board of Directors may, at its discretion, meet in Executive Session for the purpose of deliberation on issues of a sensitive nature.

6. **Parliamentarian** - A Parliamentarian may be appointed from among the members present, without loss of membership rights, at the discretion of the President at the start of any meeting of the Board of Directors, or a professional Parliamentarian may be retained for all or a portion of a meeting.

7. **Quorum** - A majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE V

OFFICERS

1. **Number** - The officers of the Association shall be the President, Vice President, Past President, Secretary, and Treasurer, each of whom shall be members of and elected by the Board of Directors except that the President shall be elected as set forth in Section 2 of this article below.

2. **Election and Term of Office** - The term for the President, Vice-President, Treasurer, and Secretary shall be two (2) years or until his or her successor is elected and officers may stand for reelection to a second term. No officer may serve a third consecutive term in office. In order to be eligible for election as an officer of the Board of Directors, a candidate shall have served as a member of the Board of Directors. A term of office shall commence on July first and run until June thirtieth of the second year. The election of the officers shall be by a plurality vote of the Board of Directors at the spring meeting.

3. **Removal** - An officer elected by the Board of Directors may be removed by a vote of two thirds of the entire membership of the Board of Directors at a meeting of the Board of Directors called for such purpose.

4. **Vacancies** - A vacancy in any elected office shall be filled for the unexpired portion of the term by appointment with the approval of the Board of Directors. A vacancy in the office of the President shall be filled by the Vice President.

5. **Duties of the President** - The President shall be the Chief Executive Officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and direct all of the affairs of the Association. The President shall preside at all meetings of the Board of Directors and the Executive Committee. The President shall sign or countersign all contracts and may sign other instruments of the Association, as authorized by the Board of Directors. The President shall make reports to the Board of Directors, and shall perform all other duties as are incident to the office of President or are required of the person in that office by the Board of Directors. The President shall, with approval of the Executive Committee, appoint Chairpersons of Committees, evaluate the work of the Committees and determine if a Committee continues to advance the mission of the Association. The President shall be the officially authorized spokesperson of the Association.

6. **Duties of the Vice President** - The Vice President shall exercise the functions of the President during the absence or disability of the President; and shall perform such other duties as from time to time may be assigned to that office by the President or by the Board of Directors. The Vice President shall assume the responsibilities of the President in the event that the President is unable to complete her or his term of office; and in such cases, a new Vice President shall be elected at the earliest opportunity in a regular or special meeting of the Board of Directors.

7. **Duties of the Secretary** - The Secretary shall be responsible for keeping accurate minutes of the proceedings of the Board of Directors and for distributing copies to the members of the Board of Directors within thirty days following the Board of Directors meeting. The Secretary shall be responsible for keeping accurate minutes of the proceedings of the Executive Committee and for distributing copies to the members of the Committee within thirty days following the meeting.

8. **Duties of the Treasurer** - The Treasurer shall have the custody of and be responsible for all records, funds, and securities from the Association's transactions, in collaboration with the President and Executive Committee. Upon receipt of proper vouchers, the Treasurer shall disburse the funds of the Association according to policy established by the Board of Directors and shall be responsible for bank reconciliation. The Treasurer shall render a report of all actions taken as Treasurer and of the financial condition of the Association on a monthly basis. The treasurer shall work with the Executive Committee to ensure proper fiduciary responsibility is maintained. In case of incapacity of the Treasurer, the President shall be authorized on all accounts to deposit and withdraw funds.

The Treasurer shall have the authority to open and close bank accounts of the Association and designate the persons authorized to sign checks on those accounts. The Treasurer shall have the authority to open and close credit cards or other lines of credit of the Association as directed by the Executive Committee. The Treasurer shall report such activity to the Board of Directors at its next regularly held meeting.

ARTICLE VI

COMMITTEES

1. **General Committees**- The President shall, with the approval of the Executive Committee, create committees to advance the work of the Association. The President shall appoint committee chairs who shall select committee members. Committee chairs shall report the work of their committees at each meeting of the Board of Directors. Committees shall exist at the discretion of the President and may be formed and dissolved accordingly.

2. **Nominating Committee** - The Board of Directors shall appoint a Chair and two (2) current members of the Board of Directors to the Nominating Committee. This Committee is charged with the duty to select qualified candidates for the next election of officers. The Nominating Committee shall make every effort to select two qualified candidates for each office and the slate shall, as reasonably and fairly as possible, reflect the diversity of the membership of the Association.

ARTICLE VII

MEMBERSHIP

1. **Eligibility Requirements** - Categories of membership and requirements for membership categories shall be determined by the Board.

- a. Membership categories shall include: (1) General; (2) New Professionals; (3) Student; and (4) Emeritus.
- b. Persons eligible for General, Emeritus, and New Professionals membership shall have, at a minimum, a Masters degree from a school accredited by the Council on Social Work Education.
- c. General membership shall be available to those persons who have a masters or doctoral degree from a school of social work accredited by the Council on Social Work Education and who are currently engaged in social work practice.

- d. New Professionals membership shall be available to any graduate of a masters of social work program of a school of social work accredited by the Council on Social Work Education. Membership in this category will begin from the date of graduation and continue for no more than four (4) years.
 - e. Student membership shall be available to any student currently enrolled in a masters or doctoral degree program in a school of social work accredited by the Council on Social Work Education.
 - f. Emeritus membership shall be available to those persons who are no longer engaged in the practice of clinical social work and who meet the requirements of General membership.
2. All members shall pay annual dues to the Association as determined by their membership status and as established by the Board of Directors.
 3. All members will be eligible to vote in presidential elections.
 4. The annual meeting of the Members shall be held during the spring meeting of the Board of Directors or as soon thereafter as possible.

ARTICLE VIII

AMENDMENTS

1. Proposed amendments to these Bylaws must be initiated by a current member of the Board of Directors and presented in writing to the Executive committee. The Executive committee shall forward the proposed amendment to the Board for a vote or refer the proposed amendment to a committee for a review and recommendation. The recommendation of the committee shall be returned to the Executive Committee. The Executive Committee, at the next meeting of the Board of Directors, shall present the committee's report and the Executive Committee's recommendations as to the action to be taken on that report.
2. An affirmative vote of at least two-thirds of the entire Board of Directors either in person or by mail shall be required for adoption of an amendment.
3. The proposed amendment shall become effective immediately upon passage unless otherwise provided.
4. Notwithstanding provisions 1., 2., and 3. of this Article, amendment of these Bylaws which are in the nature of grammatical changes or changes in the numbering or order of particular items and which do not constitute a substantive change in the meaning of these Bylaws may be approved by unanimous vote of the Executive Committee. However, before such changes take effect, they must be presented to the Board at its

next regularly scheduled meeting at which the Board of Directors, by majority vote, may reject any such change.

ARTICLE IX

RULES OF ORDER

1. Voting

- a. An affirmative vote of two-thirds of the membership of the Board of Directors present to consider the question shall be required to pass matters of policy, public position, structural revisions, and mission.
- b. Except as provided herein, all matters to be decided by vote at a Board of Directors meeting or by poll of the Board of Directors, including the election of officers, shall be determined by a majority of the Board.
- c. When a regional representative cannot be present during a Board of Directors meeting a written memorandum creating a power of proxy shall be delivered to the presiding officer of the Association at the meeting in order for a vote of such absent representative to be recorded and counted. Such a memorandum shall transfer power to vote only to another eligible voting member and shall state the issues upon which the proxy is granted or otherwise the proxy will be considered granted for all business before the Board of Directors during the meeting.

2. Participation as Amicus Curiae - The Association shall review all requests and suggestions for the Association to intervene as Amicus Curiae. The Executive Committee shall refer the request to a committee for review and make a recommendation. The Executive Committee will distribute the committee's report to the Board of Directors for comment. Upon receiving comments from the Board of Directors the Executive Committee shall make a decision regarding the request. When time is of the essence the Executive Committee need not submit the request to a committee for review but may submit the request along with the Executive Committee's comments directly to the Board of Directors, following which the Executive Committee shall make a decision on the request following consultation with counsel.

3. All questions of order not provided for in these bylaws shall be referred for resolution to Robert's Rules of Order Newly Revised.

Article X

Miscellaneous

1. The Association is not to be operated for profit; no part of the net earnings, if any, shall inure to the benefit of any member or any private individual; no substantial part of

the activities of the Association shall consist of activities not directly related to the objectives and purposes of the Association as specified herein.

2. In the event any provision of these Bylaws shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of these Bylaws and any other provision of these Bylaws shall be construed as if such invalid provision had not been contained in these Bylaws.

3. An audit committee shall have conducted a financial audit annually. The firm conducting such audit or the manager responsible for conducting the audit on behalf of the firm shall be changed at least every five (5) years.

4. Directors, employees, and contractors of the Association have an obligation to conduct business without actual or potential conflicts of interest. The Board of Directors shall develop such a policy.

ARTICLE XI

INDEMNIFICATION

1. Directors, Trustees and Officers

(a) Subject to the provisions of paragraphs (b) and (d) hereinafter set forth, the Corporation shall defend, indemnify and save harmless each person, and the heirs, legal representatives, executors and administrators of such person, who is, or was, a Director, member, trustee, officer, employee, volunteer or agent of this Corporation or who is, or was, serving as a fiduciary of a retirement or welfare plan maintained by this Corporation or who is, or was, serving at the request of this Corporation and for the benefit of this Corporation in any of the foregoing capacities for another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise (all of the previously enumerated positions shall hereinafter be referred to as "Covered Positions"), against all costs and expenses (including, but not limited to, attorneys' fees and disbursements, judgments, fines, penalties and amounts paid in settlement) actually and reasonably incurred by him or imposed upon him:

(i) In connection with or arising out of any claim, action, suit, proceeding or investigation (or any issue or matter therein), whether civil, criminal, administrative, or whatever nature, to which he is made or threatened to be made a party or in which he is necessarily involved by reason of the fact that he is, or was, serving in any one or more of the Covered Positions; and

(ii) In connection with any negotiations or settlement thereof, or appeal therein.

(b) The provisions of paragraph 3(a) herein shall not be effective unless the person who is, or was, serving in a Covered Position:

- (i) Is determined to have acted in good faith;
- (ii) Is determined to have acted in a manner he reasonably believed to be in or not opposed to the best interests of any such corporation or enterprise; and
- (iii) Is determined in any matter the subject of a criminal action, suit or proceeding, to have had no reasonable cause to believe that his conduct was unlawful.

The termination of any action, suit or proceeding, or any issue or matter therein, by judgment, order, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of any such corporation or enterprise, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

(c) Notwithstanding anything contained in this Section I, no indemnification shall be made by the Corporation in respect of any claim, suit, issue or matter, by or in the right of this Corporation, as to which a person who is, or was, serving in a Covered Position, shall have been adjudicated to be liable for negligence or misconduct in the performance of his duty to a corporation or enterprise unless, and only to the extent that the Court of Common Pleas, or the court in which such action or suit was brought, shall determine, upon application by the Corporation, and in view of all the circumstances of the case, that such person is fair and reasonably entitled to indemnity for such expenses as the Court of Common Pleas or such other court shall deem proper.

(d) Any indemnification provided for under this Section I, unless ordered by a court as provided in paragraph (c) hereinabove, shall be made by this Corporation only after a determination that such indemnification of a person who is, or was, serving in a Covered Position is proper because he has met the standards of conduct stated in paragraph (b) hereinabove as follows:

- (i) By a majority vote of a quorum consisting of Directors of this Corporation who were not and are not parties to or threatened with any such action, suit or proceeding; or
- (ii) If such a quorum of Directors is not obtainable or if a majority vote of a quorum of disinterested Directors so directs, then in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for this Corporation, or who has been indemnified by the Corporation within the past five years; or

(iii) By the Court of Common Pleas or the court in which such action, suit or proceeding was brought.

Any determination made according to methods (i) and (ii) above shall be promptly communicated to any person who threatened or brought an action or suit by or in the right of this Corporation.

- (e) Expenses, including attorneys' fees, incurred with respect to any claim, action, suit, proceeding or investigation (or any issue or matter therein) of the character described in this Section I may be advanced by this Corporation prior to the final disposition thereof as authorized by the Directors in a specific case upon receipt of an undertaking by or on behalf of a person serving in a Covered Position, to repay such amount if it is ultimately determined that he is not entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced exceed the indemnification to which he is entitled.
- (f) Such indemnification as provided by this Article shall not be deemed exclusive of any other rights to which a person who is, or was, serving in a Covered Position may be entitled under this Corporation's Articles of Incorporation, Code of Regulations, or any agreement, vote of the disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased serving in a Covered Position and shall inure to the benefit of the heirs, legal representatives, executors and administrators of such person.

5. Insurance - The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, trustee or officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee or officer of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether the Corporation would be required, or permitted, to indemnify him/her against such liability under the provisions of this Article.

6. Severability - In the event any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article.

Adopted by the CSWA Board 19 May 2006
Revised 5 June 2012
Revised 7 January 2017 (pending approval by Board of Directors)
Adopted by the CSWA Board April 2017