

Greater Washington Society for Clinical Social Work
Bylaws

Article I
Name and Jurisdictional Authority

- A. The name of this organization is the Greater Washington Society for Clinical Social Work, Inc. (hereinafter, the Society).
- B. The Society's jurisdiction consists of the District of Columbia, Maryland and Northern Virginia.

Article II
Mission

The Society is a membership-driven, non-profit, all-volunteer organization of clinical social workers in the Greater Washington DC. area. It is an affiliate of the Clinical Social Work Association. The Society's mission is to promote the highest standards of clinical social work practice by ensuring the stability, efficacy and viability of clinical social work through clinical educational offerings, legislative advocacy, events that promote a sense of professional community, and activities that support the professional development of our members. The Society stands for the best practices of its members, including adherence to the ethical standards set by the Board of Social Work of Maryland, Virginia and the District of Columbia, as well as the Clinical Social Work Association. The Society promotes an internal culture of equity, inclusiveness, diversity, anti-racism, and social justice. Through these efforts, we affirm our commitment to the needs of our membership of clinical social workers, their clients, the community at large and the profession.

Article III
Membership

- A. There shall be five classes of membership, namely: Full, Graduate, Student, Affiliated and Retired.
 - 1. To be a Full member, an applicant must hold a Master's degree or Doctorate in social work from a graduate school of social work accredited by the Council on Social Work Education and be licensed as an independent clinical social worker (LICSW/LCSW/LCSW-C) or equivalent level by the appropriate licensing authority.
 - 2. To be a Graduate member, an applicant must hold a Master's degree or Doctorate in social work from a graduate school of social work accredited by the Council on Social Work Education.
 - 3. To be a Student member, an applicant must be currently enrolled in a Master's or Doctoral program in a graduate school of social work accredited by the Council on Social Work Education.
 - 4. To be an Affiliate member, an applicant must meet the requirements for Full

membership and be living in a jurisdiction that does not have an active clinical society or be a full member of a clinical society in another jurisdiction.

5. To be a Retired member, an applicant must have been eligible for Full membership and currently fully retired from active clinical practice.

B. All members shall be eligible to attend all activities of the Society and its committees. Full, Graduate and Retired members may also vote on Society business and are eligible to hold elected offices. Only clinicians with the highest form of licensure (LCSW, LICSW, LCSW-C) may serve as President.

C. In case of questions or disputes about membership, the Chair of the Membership Committee shall, in consultation with the Membership Committee, decide and respond. In the absence of a Membership Committee and Membership Chair, disputes should be forwarded directly to the Executive Committee. An applicant dissatisfied with a decision of the Membership Committee may appeal that decision to the Executive Committee. The decision of the Executive Committee shall be final and not reviewable by any court.

D. Members shall pay dues each year as set by the Board of Directors for their category of membership. Failure to pay dues shall be grounds for removal from the Society. Anyone who cannot afford the membership fee may request a temporary reduction in the fee from the Chair of the Membership Committee or the Executive Committee in the absence of a Membership Committee and Membership Chair. The Membership year runs from October 1 through September 30 of the following year.

E. There shall be an annual meeting of the membership for the purpose of reporting Society business, and biennially, the results of the biennial election. The meeting shall be held in June, unless otherwise determined by the Board of Directors or Executive Committee. The election is generally held in May.

F. All positions of leadership shall be filled by volunteers, without compensation but with reimbursement options for Society expenses. Professionals paid by the Clinical Society include the bookkeeper, the tax accountant, lobbyists and the Executive Administrator. The Executive Administrator is hired by the President in consultation with the Executive Committee.

Article IV

Board of Directors and Executive Committee

A. Composition of the Board

1. The Society shall be managed by a Board of Directors.

2. The Board of Directors shall consist of:

- a. The elected Officers of the Board (President, Vice President, Secretary and Treasurer), the Executive Committee (Officers of the Board and all Branch Directors), non-voting advisors and the non-voting Executive Administrator
- b. All Committee Chairs.
- c. Mandatory non-voting Member: The immediate Past President

d. Optional non-voting Members: Advisors at the discretion of the President.

3. All positions including the Presidency may be shared or co-led where appropriate.

4. A Board member may resign in writing at any time by notifying the President. The President may resign in writing by notifying the Board Secretary. For further context of removal of Officers, Branch directors or Board members see section IV, D.

B. Eligibility and Election

1. All Full, Graduate, Student and Retired members are eligible to serve on Board Committees. In order to serve as a Committee Chair, Branch Director or Officer of the Board, the candidate for the position must have been a Society Member in good standing for over 90 days.

2. The President must be a licensed clinical social worker (LCSW, LICSW or LCSW-C) in good standing. The Vice President should have an MSW, or be a fully licensed clinical social worker in good standing.

3. Elected Officers shall be chosen by a ballot distributed to all members who are eligible to vote. Branch Directors, Committee Chairs and other Board members may be appointed by the President, by other Officers, or by Branch Directors. Branch Directors must be recommended by a majority vote of the Executive Committee and then approved by the Board.

4. A Nominating Committee, composed of members of the Board, shall explore, interview and ultimately select candidates for a slate of Officers. A member may also nominate themselves by submitting their name and position sought to the Nominating Committee before midnight on April 15th to be put on the ballot.

5. The Nominating Committee shall send to all voting members of the Society a proposed slate of candidates for Officers. This ballot shall be sent to members by email by May 1st, which will allow members sufficient time to review candidates and cast their vote before May 15. The candidate(s) receiving the highest number of votes shall be elected. The term of office is two years. The term of office starts on July 1 of the election year and ends on June 30 of the third year (example July 1, 2022 - June 30, 2024).

6. The results of the election are announced to the general membership in early June.

C. Board Meetings and Voting

1. The Board of Directors shall meet at least three times each year. Notice of the meeting date, time and place shall be given to each Board member no later than 14 days prior to the meeting date. Meetings may be held in person, by phone or internet video conference platform.

2. The Board may hold other meetings. Special meetings may be called by the President or any three Branch Directors at any time. Timely notice of these meetings must be given to Board members.

3. A quorum of 50% of voting members of the Board of Directors or the Executive Committee must participate in order for the results of a vote to be legal and binding.

4. All business of the Board and the Executive Committee shall be determined by voting. The vote passes when over 50% of participating voting members cast affirmative votes. A vote will only be held when a 50% quorum is present. In case of a tie, the issue under consideration will be considered "active" until a majority can be determined with a passing vote.

5. The President may call for an online meeting to vote on issues that require the Board's approval and must be done before the next scheduled meeting. The proposed question shall be sent to each Board member electronically. Board members shall have a minimum of 3 days for questions and discussion. The President shall then call the vote and the Secretary shall record the vote.

D. Removal from Office and Resignation

1. Removal from Office: Any Member of the Board of Directors, including the President, other Officers of the Board and members of the Executive Committee may be removed for cause. Cause shall include acts or omissions which endanger or undermine the mission, solvency, democratic process, or cause harm to the reputation of the Society. Cause also includes behavior that disregards the norms of clinical social work practice or is in violation of applicable codes of social work ethics. The person being considered for removal may also be removed due to inability to serve, illness, or other extenuating circumstances.

2. Process of removal by motion:

a. A Society Member or a Member of the Board of Directors may make a motion to remove any Member of the Board of Directors (including the President, any Officer of the Board, Executive Committee Member or Board Member) in writing.

b. The motion should be addressed to the Executive Administrator and the Secretary of the Board. That motion should note the reasons for requesting a vote for removal.

c. The motion will be presented to the Executive Committee for analysis, review and recommendations to the Board of Directors.

d. The person being considered for removal is welcome to address the stated reasons for removal in person or in writing to the Executive Committee. Their statement, along with any and all dissenting Executive Committee opinions will be passed on to the Board of Directors along with the Executive Committee's recommendation.

e. The Board of Directors will make the final decision following the voting process noted in Article IV, C within 45 days of receipt of the Executive Committee's recommendation. If the decision is for removal, the Board Member in question must leave the position immediately or by the date stipulated by the Board of Directors. This decision shall be final and not reversible in any court.

f. If an officer of the Board is removed, the process of succession noted in Section IV, E will be followed.

3. Process of voluntary resignation by letter: Officers or Board members can resign voluntarily from office through a written letter or email. No vote is required for an Officer or Board member to voluntarily resign.

E. Vacancies

1. In the event of a vacancy in the office of the President, the Vice President may become the Interim President with the approval of the Executive Committee. Within 30 days, the Executive Committee will make a recommendation to the Board of Directors regarding the long-term role of the Interim President. These recommendations may include:

a. Inviting a fully licensed Interim President to serve out the term of the former President. "Fully licensed" is defined as having the highest possible license in their jurisdiction.

b. Inviting a not-fully-licensed Interim President to serve in tandem with a Co-President, chosen by a vote of the Executive Committee, to serve out the term of the former President. The appointed Co-President must be licensed at the highest level possible in their jurisdiction.

c. If the Interim President is not able to serve for the entire remainder of the term or, if the Executive Committee determines and votes that the Interim President is not ready to serve for the remaining term, the Interim President may continue to serve as an Interim President until a the new President is nominated and duly elected by the Society membership.

2. The Board of Directors shall vote upon the recommendation of the Executive Committee. If the Board votes against the recommendation of the Executive Committee, the Executive Committee will work with the Board to devise a mutually acceptable compromise.

F. Powers and Duties of the Board

1. The Board of Directors shall be legally and financially responsible for the Society, shall establish policies and procedures for carrying out the purposes of the organization, and shall exercise overall supervision and review of the activities of the Society. By a vote of the majority of a quorum at a scheduled and appropriately notified Board meeting (see Article IV, C) the Board of Directors shall have the power to buy and sell property, enter into leases, sue and be sued, and do all things it deems necessary for the conduct of the business of the Society. The Board may delegate these powers, as it sees fit, to the Executive Committee.

2. The Board of Directors shall supervise the finances of the Society. Each year it shall review the financial condition of the Society, establish a budget for the ensuing year and determine annual dues by category.

G. Powers and Duties of the Executive Committee

1. Membership

The Executive Committee shall consist of the Officers of the Board (President, Vice President, Secretary, and Treasurer); Branch Directors; and the Immediate Past President. Other Advisors will be appointed at the discretion of the President, the Board or the Executive Committee. The Immediate Past President and all other Advisors shall be non-voting members.

2. Duties of Officers

a. President: The President shall participate in and carry out all functions of the Board of Directors, including: calling and presiding over meetings of the Board; entering into contracts and leases approved by the Board; interacting and consulting with Branch Directors and Committee Chairs; serving as a spokesperson for the Society; representing the Society at professional meetings and other meetings in which the Society plays a part. The President may initiate programs and suggest content direction for the Board and may act as a consultant for and encourage the activities and direction of the Branch Directors and Committees when requested. The President shall respect and accord Branch Directors autonomy and responsibility to lead their Branch and achieve their goals; the President shall encourage Branch Directors to follow the mission, norms and process of the Society as a whole, to preserve the Society's democratic, collaborative structure.

The President is available to negotiate and help to resolve disputes within the Board or may recommend external consultants be hired for this purpose. The President is encouraged to consult with past Presidents and Board Advisors for advice and wisdom for the purposes of conflict resolution and to preserve the past norms and process of the Society. The President communicates frequently with the Executive Administrator regarding job duties, policy issues and concerns. The President also coordinates with the Executive Committee to hold the Society to its mission, purpose, ethical considerations and best practices. The President writes a quarterly message for the Society Newsletter to define and detail the ongoing work of their term in order to keep the membership informed about the leadership activity. The President may delegate any of these duties to other officers or directors of the Society in consultation with the Executive Committee.

b. Vice President: The Vice President shall assume and carry out the duties of the President when the President is unable to do so and until the time the President can resume the duties. The Vice president shall also carry out such responsibilities assigned by the President or Board.

c. Treasurer: The Treasurer, in conjunction with the Board shall be responsible for finances and fiscal integrity of the Society. The duties of the

Treasurer include the receiving and distributing of funds, establishing and maintaining fiscal controls, developing an annual budget, supervising the bookkeeper and maintaining indemnification insurance policy for the Board of Directors. The Treasurer will report on the financial condition of the Society at each board meeting. The Treasurer may sign all checks for expenses authorized by the Board. Non-budgeted, non-approved expenses must be authorized by the President if greater than \$1,000.00. The Treasurer shall ensure that the expenditures are in accordance with the budget adopted by the Board. The Treasurer shall also carry out such additional duties as may be assigned by the President including an audit of the budget, when needed.

d. Secretary: The Secretary shall maintain the records of the Society, including minutes of all Board and Executive Committee meetings, the results of all votes, and any changes in the bylaws or other governing documents of the Society. The Secretary, at the request of the President, shall be responsible for ensuring that timely notices of meetings are sent to all Directors. When directed by the President or upon petition by any three Directors, the Secretary will call special meetings of the Board. The Secretary is responsible for sending flowers or gifts to Board Members who are experiencing significant events such as weddings, illness or loss of a loved one. The Secretary shall also oversee the management and organization of position descriptions and exit memos in order to facilitate transfer of leadership at the end of a term.

Article V

Board Committees

A. Committees may be created or revised, as needed, by the President, Vice-President or Branch Directors. The Branch Directors (Legislation, Education, Community, Communications and Social Justice as of February, 2023) shall coordinate the Committees within their Branch and represent them at Executive Committee meetings.

B. Standing Committees shall consist of Chair(s) and volunteer or appointed members.

1. The Executive Committee (see Article IV,G) shall be responsible for acting for the Board between Board meetings, and for taking any and all actions that the full Board can take, subject to the ratification of the full Board.

2. The Finance Committee, headed by the Treasurer, will be responsible for overseeing the finances of the Society, preparing periodic financial reports for the Board, working with the Treasurer to prepare an annual budget and ensuring the fiscal integrity and proper accounting of all funds of the Society.

3. The Nominating Committee must be chaired by a Full member. Each term, the Committee shall prepare a slate of candidates to serve as Officers and Directors of the Society. The Committee shall work together with the Executive Administrator to count the votes and announce the results. In the event of a vacant position, continued efforts will be made to recruit for the position.

4. Ad Hoc Committees may be established by the President, Vice-President or Branch Directors to perform specific missions and tasks.

Article VI Budget

- A. The Board of Directors shall approve a budget report for the expenditures of the Society at the first Board meeting of the new fiscal year.
- B. Any unbudgeted expenditures which exceed \$1,000, but are less than 5% of the entire budget, must be approved by the President.
- C. Any unbudgeted expenditures which are 5% or more of the entire budget must be approved by the Board of Directors, following guidelines for quorum and majority rule.
- D. The Board of Directors shall work to balance the Society budget each fiscal year, to preserve and encourage revenue and to reduce or control expenses, in order to keep the Society in good financial health.
- E. The Society maintains savings accounts and an operating account (checking account). The Treasurer may draw on funds in these accounts, as needed to balance a deficit budget and pay for voted-upon additional expenses. Any other draws from the accounts, beyond those approved in the annual budget, must be approved by the Executive Committee.

Article VII Indemnification

The Society shall indemnify and hold harmless, through the purchase of "officers and directors liability insurance," any officer, director or employee, or former officer, director or employee, who is made a party to, or is threatened with being made a party to, any civil or criminal action for activities taken, or alleged to have been taken, by that person on behalf of the Society, or any other claim based on that person's serving or having served, as an Officer, Director or employee of the Society (e.g., Executive Administrator, Lobbyists, Bookkeeper, Accountant, Social Media Consultant or any other paid consultant). Such indemnification shall be in addition to all rights to which such person may be entitled by law.

Article VIII
Bylaw Amendments

Any member of the Board may present proposed amendments to these Bylaws to the Executive Committee for discussion and presentation to the Board of Directors by taking the following steps:

1. Present proposed changes to the Executive Committee for discussion. The Executive Committee may vote to approve, modify or reject the proposed changes.
2. The Executive Committee will inform the Board of Directors of the proposed changes, in writing, at least five (5) days in advance of a vote. Email communication of the proposed changes is acceptable. The notice to the Board should include the old bylaws and the proposed revisions.
3. The Secretary will then schedule an in-person meeting, video conference or email vote on the proposed amendment(s).
4. In order to vote, a quorum of 50% of the Board must be present or vote by email.
5. Bylaw changes are approved when two-thirds of a quorum of Board members vote in favor of the proposed amendments.

Bylaws revised on April 2, 2023