

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 D.C. 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.

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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.
- 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. 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.
- 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.

Article IV

Board of Directors and Executive Committee

- A. Composition of the Board
1. The Society shall be managed by a Board of Directors. Each Board member must be a member in good standing during their term in office.
 2. The Board of Directors shall consist of:
 - a. The Executive Committee, consisting of the elected Officers of President, Vice President, Secretary and Treasurer; and/or elected or appointed Directors.
 - b. Committee Chairs.
 - c. Optional Non-voting Members: The immediate past president, a student representative, and other advisors at the discretion of the President.
 3. All positions may be shared or co-led where appropriate.

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4. A Board member may resign at any time by notifying the President. The President may resign by notifying the Secretary.

B. Eligibility and Election

1. All Full, Graduate, Student and Retired members are eligible to serve on the Board of Directors.
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 and board members shall be chosen by a ballot distributed to all members who are eligible to vote.
4. The Nominating Committee shall send to all voting members of the Society a proposed slate of candidates for Officers and Directors. This ballot shall be sent to members in sufficient time to allow them 14 days to respond. A member may nominate themselves by submitting their name and position sought to the Nominating Committee in sufficient time to be put on the ballot.
5. The candidate receiving the highest number of votes shall be elected. The two-year term of office shall be from July 1 through June 30 of the following year, for a total of two consecutive years.

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 video.
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 President shall determine the outcome.
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

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1. Removal from office: Board members may be removed from office for cause by vote of the Board of Directors due to inability to serve, illness, or other extenuating circumstances. Cause shall include acts or omissions which endanger the mission, solvency, or reputation of the Society, or behavior that violates the norms of clinical social work practice or applicable codes of ethics. Board members may also be invited to resign for cause based on their inability to attend meetings or fulfill the responsibilities of their role. Complaints against a sitting Board member shall be filed with the Executive Committee, which will hear any defense offered by the person complained against and make a recommendation to the Board of Directors. The Board will render a decision within 90 days and this decision shall be final and not reversible in any court.
2. Resignation: Board members can resign from office through a written letter of resignation. No vote is required for a board member to resign.

E. Vacancies

In the event of a vacancy in the office of the President, the Vice President shall succeed to the presidency and fill out the term of the President. If the Vice President is not a Licensed Clinical Social Worker, they shall serve as an interim president pending the election of a new President. In the event of a vacancy in both the office of the President and Vice President, the Secretary or the Treasurer, in that order, shall complete the term of the President. If necessary and agreed upon by the Executive Committee, a new President may be elected using the process spelled out in section IV, B. The Board and the President will work together to recruit volunteers to fill open positions in Society Branches.

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 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

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1. Membership

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer; Branch Directors; the Immediate Past President; and other advisors at the discretion of the President. The Immediate Past President shall be a non-voting member.

2. Duties of Officers

- a. **President:** The President shall direct 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, supervising the leaders of all Board Branches and Committees, serving as a spokesperson for the Society, and representing the Society at professional meetings and other meetings in which the Society plays a part. The President can initiate programs and oversee content direction for the Board and consult for and encourage the activities and direction of the Branch Directors and Committees Members. The President is available to negotiate and resolve disputes within the Board and may consult with past Presidents for advice and wisdom. The President directs 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 and 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 receipt and distribution 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

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Board. The Treasurer shall also carry out such additional duties as may be assigned by the President.

- 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 notice of meetings is 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, to facilitate transfer of leadership at the end of a term.

Article V Board Committees

- A. Committees may be created or revised as needed. The Directors shall coordinate the committees in their branch (Legislation, Education, Community, and Communications) and represent them on the Executive Committee.
- B. Standing Committees shall consist of Chair(s) and volunteer or appointed members.
 1. The Executive Committee (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. Ad Hoc Committees may be established by the President to perform specific missions.

Article VI Budget

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- 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.

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. Such indemnification shall be in addition to all rights to which such person may be entitled by law.

Article VIII Bylaw Amendments

These Bylaws may be amended by taking the following steps:

- 1. Any member of the Board may present proposed changes to the Executive Committee for discussion and approval.
- 2. Inform the Board of Directors of 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 revision.
- 3. Schedule an in-person meeting, video conference or email vote on the matter.
- 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 changes.

Bylaws revised on January 8, 2022