

2018 Annual Meeting of the Delegate Assembly

Bylaws and Resolutions Committee Report

The Bylaws and Resolutions Committee held an in-person meeting on Saturday, July 14, 2018, at the Ritz-Carlton Hotel in McLean, Virginia. All committee members were present. Ken Middlebrooks, Board liaison, ASWB legal counsel Dale Atkinson, and ASWB staff members Dwight Hymans, Melissa Ryder (part), and Jayne Wood also attended the meeting.

A copy of the current bylaws with all proposed amendments marked is included as Attachment #1 to this report. Deleted text is shown by strikethrough and added text is in bold red type.

The ASWB Board of Directors voted at its August 2018 meeting to support the recommendations of the Bylaws and Resolutions Committee.

Ongoing Committee Charge(s)

Charge 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.

Recommendations/Actions

The ASWB Board of Directors forwarded two recommendations for bylaws amendments to the committee this year within the timeframe designated in the bylaws.

The Bylaws Committee reviewed the proposed amendments and has made a DO PASS recommendation for both.

- **Proposed amendment #1** and the rationale for the committee's DO PASS recommendation appear as part of the discussion of 2018 Charge 2 (pages 3–4 of this report).
- **Proposed amendment #2:** In Article IX. Committees. Section 1. Nominating Committee, delete the sentence "The President may appoint the Immediate Past President or President-Elect as a sixth member of the committee." Bylaws Committee: DO PASS.

Rationale: The committee supports the ASWB Board in its desire to ensure transparency and to eliminate any unintended consequences of having a Board member on the committee, such as unduly influencing the deliberations to slate candidates for election to the Board, which could lead to potential conflict of interest challenges. For reasons of maintaining the autonomy of the Nominating Committee, staff and the Board liaison also advised that a Board liaison was not needed.



Committee Members

Chairperson

Kathy Outland
Oregon

James Campbell
British Columbia

Ginny Dickman
Idaho

Yvonne Haynes
Virginia

Heidi Nieuwsma
North Dakota

Robert Showers
Louisiana

Board liaison

Ken Middlebrooks
Minnesota

Also present

Dale Atkinson
ASWB legal counsel (part)

Dwight Hymans (part)
Melissa Ryder (part)
Jayne Wood
ASWB staff

Report prepared by

Jayne Wood, ASWB staff

September 13, 2018

Charge 2

Initiating any suggestions that the committee feels necessary for change to the bylaws or proposed amendments.

Recommendations/Actions

- A. The committee recommends changes in Article III. Definitions to Section 8. Public Member and the addition of a definition for “Licensed Professionals” (new Section 11).

Rationale: The definition of “Public Member” is overly broad given the recent trend to consolidate boards of allied health professions. It also does not specify that the individual is the person designated by jurisdictional law to fill the role of “consumer representative.” A definition for “Licensed Professional” is needed to encompass licensed members of Member Boards other than “Licensed Social Workers” who may be elected to serve on the ASWB Board of Directors.

- B. The committee recommends changes to Article VII. Board of Directors and Officers Section 1. Composition and Section 3. Qualifications for Continued Service to expand the criterion for licensure “in good standing” to all licensed professionals serving on the ASWB Board of Directors.

Rationale: Committee members believe that regardless of profession, licensees serving on the ASWB Board of Directors should be in good standing when nominated or appointed and during their term of service, and they should be subject to removal if they do not maintain licensure in good standing.

Charge 3

Providing leadership to the bylaws amendment process at the Delegate Assembly.

Recommendations/Actions

Committee chairperson Kathy Outland of Oregon will present the report at the Annual Meeting of the Delegate Assembly.

Charge 4

Screening and processing all resolutions to be brought before the Delegate Assembly in accordance with association policy.

Recommendations/Actions

No resolutions were forwarded to the committee this year. Notification of the resolutions deadline was sent out to member boards as required in the bylaws.

Charge 5

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

Recommendations/Actions

The committee was not asked to review the ASWB Policy Manual.

2018 Committee Charge(s)

Charge 1

Review definitions of Delegates, Alternate Delegates, and Nominating Committee members to determine if wording is needed to clarify whether eligibility is open to practitioners of other regulated professions who are serving on consolidated boards.

Recommendations/Actions

- A. The committee recommends no changes to the definition of “Delegates” or “Alternate Delegates” and recommends no changes to the qualification for eligibility to serve on the Nominating Committee.

Rationale: The committee believes the definitions of “Delegate” and “Alternate Delegate” respect the intent to allow member jurisdictions the greatest latitude to send as Delegate or Alternate the best person from a logistics perspective, knowing that the Member Board will instruct the Delegate/Alternate how it wishes its vote to be cast. Because the qualifications for eligibility for the Nominating Committee mirror the qualifications for Board of Directors and because positions on both can potentially be filled by individuals from other licensed professions, the committee believes no change is needed.

- B. The committee recommends that the qualifications for nomination and appointment for Director at Large, Open (d) and Secretary/Treasurer (e) on the Board of Directors be interchanged in Article VII. Board of Directors and Officers Section 2. Qualifications for Nomination and Appointment.

Rationale: The committee wanted to provide the possibility for Member Board members representing allied professions on consolidated boards to serve on the ASWB Board of Directors in recognition of those member boards that are consolidated (16). However, the committee wanted to limit allied professionals’ eligibility to serve on ASWB’s Board of Directors to the role of director at large. The committee clarified during discussion that the Public Member position on the Member Board was not included in this deliberation. By definition, the Public Member on any Member Board would not represent the social work profession or an allied profession on a consolidated Member Board.

Charge 2

Consider whether to amend the bylaws to allow only member jurisdictions that use the exam to vote on exam-related issues as recommended by the 2017 Membership Task Force.

Recommendations/Actions

The committee recommends DO PASS for this recommendation reflected in proposed amendments to Article IV. Membership Section 3. Rights and Privileges, Article V. Delegate Assembly Section 3. Authority, and Article VI. Association Meetings Section 4. Special Meeting, Section 6. Quorum and Voting, and Section 7. Participation.

Rationale: The committee supports the Board’s position that only Member Boards that contract with ASWB to use the exams should make decisions about the exams. The committee further supports the Board’s position that all members should be allowed to participate in discussions about the exams, including executive session at the annual meeting. Discussion points are offered here to provide context for the committee’s DO PASS recommendation.

- Committee members considered what percentage of membership does not use the exams (12.5%, representing six Canadian member boards and two U.S. member boards). Discussion centered on how Canadian Member Boards might respond to being restricted from voting. Committee members agreed with the Board’s recommendation to allow non-exam using members to take part in discussions about the exam and attend executive sessions related to exam issues, including receiving the technical report from staff and the psychometric consultant.

- Committee members were informed by staff who attended the June meeting of the Canadian Council of Social Work Regulators that exam use was discussed and that most provinces indicated they would not be implementing use of ASWB exams for entry to practice registration any time soon without significant changes such as translation into French and development of an exam for social service workers, a separate profession represented in Ontario's regulatory structure.
- The committee found compelling the Board liaison's contribution that strong opinions on exam-related issues have been around for a long time and tend to surface when the association brings up the need for exam fee increases. He explained that in those discussions some members that don't use the exam have advocated for raising fees.

Charge 3

Review the wording related to ASWB's two annual meetings to determine if a more generic approach to identifying these events is appropriate.

Recommendations/Actions

The committee recommends changing the current name of the education meeting from "Association Education Meeting" to "Association Education Conference" (Article VI. Association Meetings Section 2. Association Education Meeting and Section 3. Forums.

Rationale: The committee thought that changing the name of the education meeting was appropriate to provide continuity between the bylaws and current naming practices, recognizing that the education meeting has grown in scope and content to where it has become a conference. The committee did not find any need to change the name of the Annual Meeting of the Delegate Assembly.

Other Action Items

None.

Other Discussion Items

Committee members asked whether the language in Article VII, Section 10, Removal [of a Board member from office] was specific enough. Staff explained that the wording was intentionally broad to allow flexibility needed to give the Board the ability to manage itself.

Future Discussion Topics and/or Suggestions for 2018 Committee Charge

The committee suggests the following committee charges be forwarded to the 2019 Bylaws and Resolutions Committee.

- A charge related to establishing a process for managing vacancies on the Nominating Committee
- A charge related to requiring that Nominating Committee members, if licensed, be held to the same standard as members of the Board of Directors to remain "in good standing" during their term of service and be subject to removal if good standing is not maintained during the term of service

Attachment 1

ASSOCIATION OF SOCIAL WORK BOARDS

BYLAWS

ARTICLE I. NAME.

The name of this organization is the Association of Social Work Boards.

ARTICLE II. PURPOSE.

The purpose of the Association is to 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 1. Association.

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

Section 2. 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 minimal competency.

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 5. 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 6. Delegate Assembly.

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

Section 7. Licensed Social Worker.

“Licensed Social Worker” shall mean an individual authorized by a Member Board to practice social work in that jurisdiction.

Section 8. Public Member.

“Public Member” shall mean a member of a Member Board ~~who is not, nor has ever been, a Licensed Social Worker by any Board~~ **recognized by applicable jurisdictional law as a Public Member of a Member Board.**

Section 9. 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 10. Member Board Administrator.

“Member Board Administrator” shall mean the individual employed to be 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 11. Licensed Professional.

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

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.

Section 3. Rights and Privileges.

A Member Board that is current on its payment of membership dues and examination fees shall be entitled to be represented by one voting Delegate and one Alternate Delegate. **Only Member Boards that contract with the Association to use the licensing examinations shall be eligible to make motions about or vote on exam-related issues, including approval of examination fees, at the Annual Meeting of the Delegate Assembly.**

Section 4. Termination of Membership.

- a. Membership shall be terminated when so ordered by a two-thirds vote of the quorum at the Annual Meeting. Written notice that termination is to be considered and the cause for the action shall be sent by the Secretary of the Association to all Delegates and to the Member Boards not less than 90 days prior to the meeting. The Member Board in question shall have opportunity to be heard at the meeting, with representation by counsel, before a vote is taken.
- b. Upon termination, all rights of the Member Board as provided in these Bylaws shall cease.

Section 5. Reinstatement.

Reinstatement may be granted by an affirmative vote of a majority of the Board of Directors upon appropriate reapplication and compliance with all conditions set forth by the Board of Directors.

ARTICLE V. DELEGATE ASSEMBLY.

Section 1. Delegates.

The Delegate designated by the Member Board shall be seated by the Secretary of the Association at any time and shall serve until replaced by action of the Member Board.

Section 2. Alternate Delegates.

In the absence of the Delegate, an Alternate Delegate designated by the Member Board shall be seated by the Secretary of the Association as the Delegate.

Section 3. Authority.

The Delegate Assembly shall provide direction for the Association through adoption of the Association's Mission and Goals and may take such action, not in conflict with these Bylaws, as it deems necessary, expedient or desirable to fulfill and implement the Association's stated purposes. The Delegate Assembly shall approve any examination fee to be charged by the Association. **Only Delegates representing Member Boards that contract with the Association to use the licensing examinations shall be eligible to make motions about and vote on exam-related issues, including the approval of examination fees. Subject to Article VI, Section 6 of these Bylaws, all motions related to examination issues, including approval of examination fees, must receive the affirmative vote of a majority (51%) of the Delegates representing Member Boards that contract with the Association to use the licensing exams.**

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 Conference**.

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 Conference**, 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 conference**.

Section 3. Forums.

- a. An Administrator Forum shall be held in conjunction with each Association Education **Meeting Conference** 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 Conference** 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. **For Special Meetings about exam-related issues, the Member Boards making written request shall comprise at least one-third of those that contract with the Association to use the licensing exams.**

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 **and eligible to vote**, each represented by a designated voting Delegate. The total number of Member Board Delegates in attendance **and eligible to vote** 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~~ **those eligible to vote so long as a quorum is present.**
- c. In the absence of representation of a majority of the Member Boards at any meeting, those Member Board Delegates in attendance **and eligible to vote** shall have the authority to adopt a motion to adjourn the meeting, which shall require a majority vote of those present.

Section 7. Participation.

Subject to Article V, Section 3 of these Bylaws, a Member Board is entitled to be represented by a single vote on each issue put to a vote before the Delegate Assembly. Member Boards shall vest the right to vote in their Delegates and Alternate Delegates. Voting by proxy is prohibited. Delegates, Alternate Delegates, all members and employees of Member Boards, and all members of Association committees shall have the privilege of the floor at all Delegate Assembly meetings. Only Delegates are eligible to make and second motions.

Section 8. Records.

The Association shall keep accurate and complete minutes of all business meetings of the Delegate Assembly, and shall make these minutes available to any Member Board for any proper purposes at any reasonable time.

ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS.

Section 1. Composition.

There shall be 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 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, employed 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 Licensed Social Worker in good standing and a member of a Member Board within the preceding two years, a Public Member of a Member Board within the preceding two years, or employed as a Member Board Administrator,~~ **a member of a Member Board 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 member of a Member Board within the preceding two years or a Member Board Administrator~~ **a Licensed Social Worker in good standing and a member of a Member Board within the preceding two years, a Public Member of a Member Board within the preceding two years, or employed as a Member Board 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 ~~Social Workers~~ **Professionals** on the Board of Directors.
A vacancy shall occur immediately if a Director who is a Licensed ~~Social Worker~~ **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 fails to maintain employment with a Member Board during the term of service.
- c. Seated Directors.
Notwithstanding Article VII, Section 2 in these bylaws, seated directors 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, 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.

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 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 President may appoint the Immediate Past President or President-Elect as a sixth member of the committee.~~ The members shall select their own chairperson from Nominating Committee members. The Nominating Committee shall submit to the Member Boards at least 30 days before the Annual Meeting, a slate of candidates for each position on the Board of Directors to be filled, and for each of the open positions of the Nominating Committee. The Nominating Committee shall use its best efforts to reflect diversity on both the Board of Directors and the Nominating Committee. Persons serving on the Nominating Committee shall be ineligible to be slated or elected to any elected position within the Association within their elected term. Nominating Committee members who resign from the committee shall not be slated or elected to any elected position within the Association within their elected term.

Section 2. Finance Committee.

There shall be five members on the Finance Committee. The President-Elect or the Immediate Past President shall be a member of the committee, with the Treasurer as chairperson. The President shall appoint three other persons as members of the committee, after receiving input and approval from the Board of Directors. The composition and tenure of the three appointed members shall be determined by the President. The Finance Committee shall advise the Board of Directors on issues related to the use of the Association's assets to assure prudence and integrity of fiscal management and responsiveness to Member Boards' needs. The Finance Committee shall recommend financial policies which provide guidelines for fiscal management, and shall review and revise financial forecast assumptions.

Section 3. Bylaws and Resolutions Committee.

There shall be at least five members on the Bylaws and Resolutions Committee, appointed by the President after receiving input and approval from the Board of Directors. The composition and tenure of the members shall be determined by the President. The Bylaws and Resolutions Committee shall propose amendments to the Bylaws when it determines that such amendment is necessary, and shall receive and consider proposed amendments to the Bylaws submitted in accordance with these Bylaws. The committee shall receive and consider all resolutions submitted in accordance with Association policy.

Section 4. Examination Committee.

The President shall appoint all members of the Examination Committee after receiving input and approval from the Board of Directors. The composition of the Examination Committee shall reflect the levels and nature of social work practice as identified in the Association's current job analysis. Tenure of members shall be determined by the President. The Examination Committee shall be responsible for reviewing and approving questions for the Association's examination programs, and other related tasks as assigned by the Board of Directors.

Section 5. Ad-hoc Committees.

Ad-hoc committees may be established and appointed by the President as needed, after receiving input and approval from the Board of Directors. The composition and tenure of members shall be determined by the President.

ARTICLE X. FINANCES.

Section 1. Fiscal Year.

The fiscal year of the Association shall be the calendar year.

Section 2. Books and Reports.

The Association shall keep accurate and complete books and records of accounting, available for inspection by any Member Board at the principal office of the Association for any proper purposes at any reasonable time. The Treasurer shall report on the financial condition of the Association at the Annual Meeting, and present the Annual Budget for input from Delegates. The Board of Directors shall notify ASWB Member Boards of any purchase over \$500,000 within 30 days of the expenditure.

Section 3. Audit.

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

Section 4. Contracts.

The Board of Directors may authorize any officer or officers, or Chief Executive Officer to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association.

Section 5. Checks, Drafts, or Orders.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be authorized by the Board of Directors.

Section 6. Deposits.

All funds of the Association shall be deposited from time to time to the credit of the Association in such bank, trust company, or other depository as the Board of Directors may select.

Section 7. Limitations of Expenditures.

The Association is limited to expending its funds for only those purposes which are recited in Article II of the amended Bylaws of this Association

Section 8. Insurance.

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.

The foregoing are the Bylaws of the Association of Social Work Boards, as amended in Boston, MA, 1988; Washington, D.C., 1990; Chantilly, VA, 1993; Chantilly, VA, 1995; New Orleans, LA, 1999; Mesa, AZ, 2000; Virginia Beach, VA, 2001; Savannah, GA, 2002; Chantilly, VA, 2004; Dearborn, MI, 2005; Baltimore, MD, 2006; San Antonio, TX, 2007; Providence, RI, 2008; Oklahoma City, OK, 2011; Springfield, IL, 2012; Nashville, TN, 2013; Fort Lauderdale, FL, 2015; San Diego, CA, 2016; Atlanta, GA, 2017