2019 Bylaws and Resolutions Committee Report to the Delegate Assembly

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.

The Bylaws and Resolutions Committee held an in-person meeting on Saturday, July 13, 2019, at the Westin Alexandria Old Town in Alexandria, Virginia. All committee members were present, with Jim Campbell of British Columbia joining by videoconference. Ken Middlebrooks, Board liaison, ASWB legal counsel Dale Atkinson, and ASWB staff members Dwight Hymans, and Jayne Wood also attended the meeting.

Note: All bylaws amendments proposed by the Bylaws and Resolution Committee in response to the 2019 charges are found in Attachment I, first by charge and then in sequence. The ASWB Board of Directors voted at its August 2019 meeting to support all amendments proposed by the Bylaws and Resolutions Committee.

2019 Committee Charge(s)

Charge 1
Establish a process for managing vacancies on the ASWB Nominating Committee.

Recommendations/Actions
The committee proposes bylaws amendments giving authority to the ASWB president to appoint someone to fill a vacancy on the Nominating Committee.

Rationale
The bylaws currently are silent on how to fill a vacancy on the Nominating Committee. If a vacancy was to occur, the president would most likely make an appointment. The committee felt that adding wording to codify the process would be preferable to leaving the bylaws silent.

As part of their deliberations, the committee discussed that appointment might be dependent on timing of when a vacancy occurs. If the vacancy occurs after the committee has completed its work for the year, for example, appointment may not be needed because an election would take place to fill the vacancy at the upcoming annual meeting. Legal counsel Dale Atkinson explained that the president could exercise discretion about whether to make an appointment. In some cases, this discretion could preserve a potential appointee’s ability to run for the Nominating Committee.

The committee also recommended allowing an appointee to be nominated for the Nominating Committee for a full term if otherwise eligible.
The committee was also advised that the bylaws are silent on term limits but practice has been to appoint for a single term. During discussion, the committee saw no need to change the bylaws because a natural limit is established by virtue of the election process that precludes a member of the Nominating Committee running for a year after the term ends.

**Charge 2**
As recommended by the 2018 delegate assembly, reconsider whether to amend the bylaws to allow only member jurisdictions that use the exam to vote on exam-related issues.

**Recommendations/Actions**
The committee decided upon consideration of the various risks, pros/cons, and other considerations not to move forward with the recommendation to allow only member jurisdictions that contract to use the ASWB exams to vote on exam-related issues.

**Rationale**
The committee had significant discussion about this issue. Discussion centered on how the issue generated a strong reaction from some jurisdictions in 2018, with the result that the Delegate Assembly as a whole voted to return the proposed amendments to the Bylaws Committee for reconsideration. The committee determined that bringing the amendments forward for a vote again could result in a similar response and create unnecessary divisiveness. The committee felt that including all members in voting would reflect inclusivity while not significantly affecting voting outcomes.

**Charge 3**
Reconsider 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 proposes bylaws amendments to change the current name of the education meeting from “Association Education Conference” to “Association Education Meeting.”

**Rationale**
The committee felt that replacing the word “conference” with “meeting” recognizes that four to six jurisdictions are precluded in policy from sending staff and board members to “conferences.” This concern was raised during a listening session before the 2018 annual meeting, too late for the committee to make any changes to the proposed bylaws amendments to change “meeting” to “conference.” The 2019 committee believes the change it is proposing respects the inclusive culture of the association.

**Charge 4**
Review the criteria for Nominating Committee members to determine if wording should be amended to hold committee members to the same standard regarding licensure standing as the ASWB Board of Directors.

**Recommendations/Actions**
The committee proposes bylaws amendments to assure that all licensed professionals have a license in good standing when nominated, elected, and serving their term on the Nominating Committee.

**Rationale**
The bylaws are silent about the licensure status of licensed professionals on the Nominating Committee. The 2018 Bylaws Committee requested the charge be forwarded to the 2019 committee based on their work to address licensure in good standing on the Board of Directors. Members of the 2019 Bylaws
Committee commented that expecting licensed professionals to maintain good standing while serving on the committee was consistent with existing regulation.

As part of this discussion, the committee also recommended changing language referencing the employment status of Member Board Administrators because not every administrator is an employee—some fill contracted positions.

A new section was written and added to Article IX. Committees to address Qualifications for Continued Service to ensure that the criteria of licensure in good standing applies to all appointed and elected members of committees and task forces. Section 5. Ad-hoc Committees was amended to include reference to task forces, which have been appointed more frequently over the last five years to support the work of the Board of Directors.

**Charge 5**
Evaluate member contracts in relation to ASWB bylaws.

**Recommendations/Actions**
The committee proposes bylaws amendments binding members to exam policies to avoid ASWB being viewed by state governments as a “contracting agency” and, in part A of Article IV, Section 4. Termination of Membership, giving the ASWB Board of Directors authority “up to and including termination” to address member boards that fall out of compliance with exam policies.

**Rationale**
The charge arose because ASWB is trying to determine the best way to handle contracts with member boards to use the exams in the face of increasing challenges from U.S. state governments to regard ASWB as a contracting “vendor.” In many cases, states are requiring ASWB to register as a vendor, pay fees, and otherwise qualify to do business despite the fact that ASWB’s contractual relationship is with the exam candidate and not the state. Putting language in the bylaws about binding member boards to exam policies is one way to avoid contract renewals and technicalities. It simplifies the process because complying with exam policies becomes a matter of membership when addressed in the bylaws, not contract law.

The consequences of not complying with exam policies also therefore become a membership issue rather than a contractual issue. The committee suggested that timeliness is of the essence when considering membership issues and giving authority to act to the Board of Directors allowed a faster process rather than waiting for the annual meeting.

**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 committee recommends that the Delegate Assembly DO PASS the proposed bylaws amendments submitted by the ASWB Board of Directors establishing an Executive Committee of the officers of the Board of Directors. The association office received the proposed amendments within the timeframe designated in the bylaws.
Rationale
The committee supports the ASWB Board of Directors in its desire to establish an Executive Committee of the officers as identified in Article VII. Board of Directors and Officers, Section 1. Composition that will act on the Board’s behalf to 1) prepare for association meetings identified in bylaws Article VI. Association Meetings and Board of Directors meetings identified in Article VIII. Board of Directors Meetings, 2) meet regarding any matters brought by the CEO that require prompt attention or in case of an emergency, and 3) coordinate the annual performance evaluation of the CEO with the full Board of Directors. According to the information received from the Board, the Executive Committee would have limited authority and would act on behalf of the full Board as prescribed in the bylaws and policy. It would not remove any authority from the full Board.

As part of its deliberations, the committee discussed how an executive committee would allow the 11-member Board of Directors to respond quickly when immediate action was needed between regular board meetings. The committee thought that establishing an executive committee would create efficiencies and eliminate many potential logistics challenges related to gathering the full Board together at times of immediate need.

The proposed bylaws amendments submitted by the Board of Directors and the draft policy for reference are included in Attachment II.

Other Action Items
None.

Other Discussion Items
None.

Future Discussion Topics and/or Suggestions for 2020 Committee Charge
The committee suggests the following committee charges be forwarded to the 2020 Bylaws and Resolutions Committee.

- A charge related to establishing a schedule for regular review of the entire bylaws document.
Attachment I
Bylaws amendments by charge
ASSOCIATION OF SOCIAL WORK BOARDS BYLAWS
Proposed amendments recommended by the 2019 Bylaws and Resolutions Committee
[Deleted text is stricken; added text is in bold red type.]

2019 Charge 1: Vacancies on Nominating Committee

ARTICLE IX. COMMITTEES.

Section 1. Nominating Committee.

a. There shall be five members on the Nominating Committee, who shall be elected at the Annual Meeting of the Association by the Delegates by a plurality of votes, either from nominations submitted by the Nominating Committee or by nominations from the floor. Nominating Committee members shall be elected to serve two-year terms. Three Nominating Committee members shall be elected in even-numbered years, and two Nominating Committee members shall be elected in odd-numbered years. A candidate for the Nominating Committee must be a member of a Member Board or a Member Board Administrator of a Member Board or have served as a member of a Member Board within the preceding two years of the time of nomination. All candidates for the Nominating Committee must have attended at least one ASWB Annual Meeting prior to nomination. The members shall select their own chairperson from Nominating Committee members. The Nominating Committee shall submit to the Member Boards at least 30 days before the Annual Meeting, a slate of candidates for each position on the Board of Directors to be filled, and for each of the open positions of the Nominating Committee. The Nominating Committee shall use its best efforts to reflect diversity on both the Board of Directors and the Nominating Committee. Persons serving on the Nominating Committee shall be ineligible to be slated or elected to any elected position within the Association within their elected term. Nominating Committee members who resign from the committee shall not be slated or elected to any elected position within the Association within their elected term.

b. Any vacancy that occurs on the Nominating Committee shall be filled by appointment by the President, after receiving input and approval from the Board of Directors. The person appointed shall meet the eligibility set forth in Article IX, Section 1(a) of these Bylaws and shall serve until the next Annual Meeting of the Delegate Assembly, at which time the unexpired term shall be filled by special election.

2019 Charge 3: Naming of ASWB meetings/conferences

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 Conference Meeting.

The Association Education Conference 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 Conference Meeting, unless the Board of Directors notifies Delegates, Board Chairs, and Administrators of the necessity to conduct business in accordance with the required time lines for notice of the conference meeting.
Section 3. Forums.

a. An Administrator Forum shall be held in conjunction with each Association Education Conference Meeting and Annual Meeting of the Delegate Assembly.

b. Forum meetings on other topics that meet the purpose and mission of the Association can be determined by the Board of Directors and scheduled in advance for any Association Education Conference Meeting and Annual Meeting of the Delegate Assembly.

2019 Charge 4: Licensure in good standing on Nominating Committee

ARTICLE III. DEFINITIONS.

Section 10. Member Board Administrator.

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

ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS.

Section 2. Qualifications for Nomination and Appointment.

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 serving as a Member Board Administrator and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur.

Section 3. Qualifications for Continued Service.

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 Administrator during the term of service.

ARTICLE IX. COMMITTEES.

Section 5. Ad-hoc Committees and Task Forces.

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

Section 6. Qualifications for Continued Service.

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

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**—entry-level competence at the licensure category validated by ASWB and under policies and procedures determined from time to time by the Board of Directors.

ARTICLE IV. MEMBERSHIP.

Section 2. Admittance.

A Board which qualifies for membership may be admitted into the Association as a Member Board by the Board of Directors, after seeking comment from Member Boards. **Duly admitted Member Boards agree to comply with these bylaws and other relevant policies and procedures related to ASWB programs and services.**

Section 3. Rights and Privileges.

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

Section 4. **Termination of Continued** Membership.

a. The Board of Directors shall be authorized to sanction a Member Board, up to and including termination of membership in ASWB, based upon a two-thirds affirmative vote of the total number of the Board of Directors as if all such members are present. 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 a sanction is being contemplated** shall be **timely** 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.

ARTICLE V. DELEGATE ASSEMBLY.

Section 1. Delegates.

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

Section 2. Alternate Delegates.

In the absence of the Delegate, an Alternate Delegate designated by the Member Board **in good standing** shall be seated by the Secretary of the Association as the Delegate.
Attachment I
Bylaws amendments in sequence
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—entry-level competence at the licensure category validated by ASWB and under policies and procedures determined from time to time by the Board of Directors.

Section 4. Delegate.

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

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

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

Section 3. Rights and Privileges.

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

Section 4. Termination of Continued Membership.

a. The Board of Directors shall be authorized to sanction a Member Board, up to and including termination of membership in ASWB, based upon a two-thirds affirmative vote of the total number of the Board of Directors as if all such members are present. 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 a sanction is being contemplated shall be timely 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 in good standing shall be seated by the Secretary of the Association at any time and shall serve until replaced by action of the Member Board.

Section 2.  Alternate Delegates.

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

Section 3.  Authority.

The Delegate Assembly shall provide direction for the Association through adoption of the Association's Mission and Goals and may take such action, not in conflict with these Bylaws, as it deems necessary, expedient or desirable to fulfill and implement the Association's stated purposes. The Delegate Assembly shall approve any examination fee to be charged by the Association.

ARTICLE VI. ASSOCIATION MEETINGS.

Section 1.  Annual Meeting of the Delegate Assembly.

The Annual Meeting of the Delegate Assembly shall be held yearly at a time and place to be determined by the Board of Directors.

Section 2.  Association Education Conference Meeting.

The Association Education Conference 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 Conference Meeting, unless the Board of Directors notifies Delegates, Board Chairs, and Administrators of the necessity to conduct business in accordance with the required time lines for notice of the conference meeting.

Section 3.  Forums.

a. An Administrator Forum shall be held in conjunction with each Association Education Conference Meeting and Annual Meeting of the Delegate Assembly.

b. Forum meetings on other topics that meet the purpose and mission of the Association can be determined by the Board of Directors and scheduled in advance for any Association Education Conference Meeting and Annual Meeting of the Delegate Assembly.

Section 4.  Special Meeting.

Special Meetings of the Delegate Assembly may be called by the President at any time with the approval of a majority of the Board of Directors. A Special Meeting must be called by the President if and when the Secretary receives written request thereof from at least one-third of the Member Boards of the Association.

Section 5.  Notice and Agenda.

Notice of and a proposed agenda for all meetings identified in Article VI of these Bylaws shall be approved by the President of the Board of Directors. The approved agenda shall be forwarded to all
Delegates, Board Chairs, and Administrators 60 days prior to the meeting date by ASWB staff on behalf of the Association. The proposed agenda for the Annual Meeting of the Delegate Assembly shall be presented at the commencement of the Annual Meeting of the Delegate Assembly and may be revised by an affirmative vote of a majority of Delegates present.

Section 6. Quorum and Voting.
   a. In order to conduct business at any meeting of the Delegate Assembly, at least a majority (51%) of Member Boards must be in attendance, each represented by a designated voting Delegate. The total number of Member Board Delegates in attendance that day shall constitute a quorum. This quorum shall remain in effect irrespective of some Delegates departing the meeting.
   b. Unless otherwise provided in these Bylaws, all motions must receive the affirmative vote of a majority (51%) of the quorum.
   c. In the absence of representation of a majority of the Member Boards at any meeting, those Member Board Delegates in attendance shall have the authority to adopt a motion to adjourn the meeting, which shall require a majority vote of those present.

Section 7. Participation.
   A Member Board is entitled to be represented by a single vote on each issue put to a vote before the Delegate Assembly. Member Boards shall vest the right to vote in their Delegates and Alternate Delegates. Voting by proxy is prohibited. Delegates, Alternate Delegates, all members 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 serving as a Member Board Administrator and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur.

d. Director at Large, Open.
Candidates for the position of Director at Large, Open position shall be, when nominated or appointed, a member of a Member Board within the preceding two years or a Member Board Administrator and not currently serving on the Board of Directors in a term that extends beyond the Annual Meeting where the election will occur.

e. Treasurer and Secretary.
Candidates for the positions of Secretary and Treasurer shall be, when nominated or appointed, a Licensed Social Worker in good standing and a member of a Member Board 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 Professionals on the Board of Directors.
A vacancy shall occur immediately if a Director who is a Licensed Professional fails to maintain licensure in good standing through the term of service.

b. Member Board Administrator on the Board of Directors.
A vacancy shall occur immediately if a Director who is a Member Board Administrator fails to maintain employment with a Member Board is no longer serving as such Administrator during the term of service.

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

Section 4. Elections.

Directors shall be elected by confidential ballot at the Annual Meeting of the Association by a majority vote of the quorum, either from nominations submitted by the Nominating Committee, or by nominations from the floor. Each Director shall assume office at the close of the Annual Meeting at which the member is elected and shall serve as specified in these Bylaws or until a successor is elected.

Section 5. Authority.

The Board of Directors shall govern the affairs of the Association, including the establishment of an annual budget for the Association and the transaction of all business for and on behalf of the Association.
as authorized under these Bylaws. The Board of Directors shall carry out the resolutions, actions, or policies as authorized by the Delegates, subject to the provisions of the Articles of Incorporation and Bylaws. The Board of Directors shall hire a Chief Executive Officer to serve as the administrative officer of the Association, who shall be accountable to the Board of Directors. The Board of Directors shall conduct an annual performance review of the Chief Executive Officer.

Section 6. Duties of Officers.

The duties of the Officers of the Association shall be those which usually pertain to such offices.

Section 7. Terms.

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

a. Office of President. The Office of President shall be deemed a single term, with a four-year commitment, as follows.

i. Service as President-Elect for one year. A President-Elect shall be elected at the Annual Meeting next succeeding the meeting after which the President first took office to begin service concurrent with the beginning of the President's second year in office, and shall succeed to the office of President the following year. If the President is unable to complete the second year of the term, the President-Elect shall succeed to the Presidency and shall complete the President's term and thereafter serve as President as provided in the Bylaws.

ii. Service as President for two years.

iii. Service as Immediate Past President for one year. The Immediate Past President shall serve the first year of the incoming President's term and shall succeed to the Presidency if, during that first year of the term, the President is unable to complete the two-year term of office for which elected.

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

b. Secretary and Treasurer. A Secretary and a Treasurer shall be elected in alternate years to serve a term of two years. The Secretary shall be elected in even-numbered years, and the Treasurer shall be elected in odd-numbered years. Both the Secretary and Treasurer shall serve no more than two consecutive terms in those positions.

c. Directors at Large. Directors at Large shall be elected to serve for two-year terms. There are three Director at Large, Licensed Social Worker positions, two elected in even-numbered years and one elected in odd-numbered years. There are two Director at Large, Public Member positions, one elected in even-numbered years and one elected in odd-numbered years. There is one Director at Large, Member Board Administrator position, elected in even-numbered years. There is one Director at Large, Open position, elected in odd-numbered years. A Director at Large shall not serve in the same position for more than two consecutive elected terms, nor hold more than one seat on the Board of Directors at any time.
Section 8. Compensation.

Directors shall not receive compensation for services rendered but shall be reimbursed for reasonable expenses incurred while carrying out their responsibilities.

Section 9. Vacancies.

Any vacancy that occurs in the Board of Directors, with the exception of the Office of President, shall be filled by appointment of the President, after receiving input and approval from the Board of Directors. The person appointed shall meet the eligibility set forth in Article VII, Section 2 of these Bylaws and shall serve until the next Annual Meeting, at which time the unexpired term shall be filled by special election. Any person filling an unexpired term is eligible for election to the same position for two consecutive terms after completion of the unexpired term, if otherwise eligible.

Section 10. Removal.

A Director may be removed from office prior to the end of that member's term when, in the judgment of the Board of Directors, the best interest of the Association would be served. Removal shall require an affirmative vote of two-thirds of the Directors and shall be determined as if all Directors were present, subject to meeting qualifications set out in Article VII, Section 2 of these Bylaws.

ARTICLE VIII. BOARD OF DIRECTORS MEETINGS.

Section 1. Regular Meetings.

The Board of Directors shall hold meetings from time to time as deemed necessary to carry out its responsibilities to the Member Boards. At a minimum, the Board of Directors shall meet immediately after, and at the same place as the Delegate Assembly convenes for its Annual Meeting.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be convened by the President and shall be convened by the President within 30 days of the President having received a written request for such meeting from any three Directors. Special meetings may be held electronically.

Section 3. Notice and Agenda.

Notice of any regular meeting of the Board of Directors shall be given to Directors at least 30 days prior to the meeting. Notice of special meetings shall be given as soon as practicable. Notice may be given in a form to ensure receipt by such Director. Any Director may waive notice of such meeting formally or through attendance of any meeting, except when the member attends a meeting for the direct purpose of objecting to the transaction of business. Except in the case of a special meeting, a tentative agenda shall be forwarded to all Member Boards at least 30 days prior to a meeting.

Section 4. Quorum.

In order to conduct business at any meeting of the Board of Directors, at least a majority of the Board of Directors must be in attendance. In the absence of a majority, those Directors present shall have the authority to adjourn the meeting by majority vote.

Section 5. Voting.

Directors shall be the only individuals entitled to propose, debate, and vote in the decisions and motions at Board of Directors meetings. The act of a majority of Directors present at a meeting at which
a quorum is present shall be the act of the Board of Directors, unless an act of greater number is required by law or by these Bylaws.

Section 6. Executive Session.

The Board of Directors may meet in executive session only for discussion and resolution of personnel matters, legal matters, matters related to a Member Board's membership in the Association, and matters related directly to the security of the Association's examination programs.

Section 7. Records.

The Board of Directors shall keep accurate and complete minutes of all meetings and shall make these minutes available to any Member Board for any proper purposes at any reasonable time.

ARTICLE IX. COMMITTEES.

Section 1. Nominating Committee.

a. There shall be five members on the Nominating Committee, who shall be elected at the Annual Meeting of the Association by the Delegates by a plurality of votes, either from nominations submitted by the Nominating Committee or by nominations from the floor. Nominating Committee members shall be elected to serve two-year terms. Three Nominating Committee members shall be elected in even-numbered years, and two Nominating Committee members shall be elected in odd-numbered years. A candidate for the Nominating Committee must be a member of a Member Board or a Member Board Administrator of a Member Board or have served as a member of a Member Board within the preceding two years of the time of nomination. All candidates for the Nominating Committee must have attended at least one ASWB Annual Meeting prior to nomination. The members shall select their own chairperson from Nominating Committee members. The Nominating Committee shall submit to the Member Boards at least 30 days before the Annual Meeting, a slate of candidates for each position on the Board of Directors to be filled, and for each of the open positions of the Nominating Committee. The Nominating Committee shall use its best efforts to reflect diversity on both the Board of Directors and the Nominating Committee. Persons serving on the Nominating Committee shall be ineligible to be slated or elected to any elected position within the Association within their elected term. Nominating Committee members who resign from the committee shall not be slated or elected to any elected position within the Association within their elected term.

b. Any vacancy that occurs on the Nominating Committee shall be filled by appointment by the President, after receiving input and approval from the Board of Directors. The person appointed shall meet the eligibility set forth in Article IX, Section 1(a) of these Bylaws and shall serve until the next Annual Meeting of the Delegate Assembly, at which time the unexpired term shall be filled by special election.

Section 2. Finance Committee.

There shall be five members on the Finance Committee. The President-Elect or the Immediate Past President shall be a member of the committee, with the Treasurer as chairperson. The President shall appoint three other persons as members of the committee, after receiving input and approval from the Board of Directors. The composition and tenure of the three appointed members shall be determined by the President. The Finance Committee shall advise the Board of Directors on issues related to the use of the Association's assets to assure prudence and integrity of fiscal management and responsiveness to Member Boards’ needs. The Finance Committee shall recommend financial policies which provide guidelines for fiscal management, and shall review and revise financial forecast assumptions.
Section 3. Bylaws and Resolutions Committee.

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

Section 4. Examination Committee.

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

Section 5. Ad-hoc Committees and Task Forces.

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

Section 6. Qualifications for Continued Service.

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

Proposed amendments submitted by the ASWB Board of Directors with a DO PASS recommendation from the Bylaws and Resolutions Committee

[Deleted text is stricken; added text is in bold red type.]

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. Executive Committee

The four officers of the Board of Directors shall be collectively referred to as the Executive Committee. The Executive Committee shall have the authority set forth in policy established by the Board of Directors and shall be authorized to meet in advance of and to prepare for Association Meetings identified in Article VI and Board of Directors meetings identified in Article VIII.

Section 2-3. 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 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 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 3.4. Qualifications for Continued Service.

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

b. Member Board Administrator on the Board of Directors.
A vacancy shall occur immediately if a Director who is a Member Board Administrator
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 4.5. 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 5.6. 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 6.7. Duties of Officers.
The duties of the Officers of the Association shall be those which usually pertain to such offices.

Section 7.8. 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.
5.X EXECUTIVE COMMITTEE

INTRODUCTION

The ASWB Board of Directors is composed of 11 members, including four officers and seven directors at large. The bylaws establish the four officers as the Executive Committee of the Board with authority to meet in advance of and to prepare for Association meetings identified in Article VI and Board of Directors meetings identified in Article VIII of the bylaws. The authority of the Executive Committee is further defined by policy set herein by the Board of Directors.

POLICY

1. The Executive Committee is to act for and on behalf of the Board of Directors when called upon in accordance with the bylaws and this policy.
   a. The Board President has the authority to convene the Executive Committee.
      i. In the absence of the President or in the event that the President’s conduct is the subject of discussion, the President-Elect/Past President has the authority to convene the Executive Committee.
      ii. The Executive Committee may meet as often as the President or President-Elect/Past President deems necessary or appropriate, and at such times and manner as the President or President-Elect/Past President may determine.
      iii. The Executive Committee may be convened without the presence of an officer whose conduct is the subject of the meeting at the discretion of the convener of the meeting.
   b. When need arises, the Chief Executive Officer shall contact the Board President or the President-Elect/Past President as appropriate regarding any matters that require prompt attention or in case of an emergency.
   c. Notice of Executive Committee meetings shall be given to officers as soon as practicable. Notice may be given in a form to ensure receipt by such officers. A tentative agenda shall be forwarded at the same time.
   d. In order to conduct business at any meeting of the Executive Committee, at least a majority of the officers must be in attendance to establish a quorum. In the absence of a majority, the President shall have the authority to adjourn the meeting.
   e. The act of a majority of the officers present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless an act of greater number is required by law or by the ASWB bylaws.
   f. The Executive Committee shall keep accurate and complete minutes of all meetings regarding any matters that require prompt attention or in case of an emergency.
   g. The Executive Committee shall report all formal actions in writing to the Board of Directors within five business days of taking the action.
2. The Executive Committee shall have authority to modify actions previously taken by the Board of Directors only in the event that additional information or a change of circumstances is presented that warrants additional action.

3. The Executive Committee shall present at each regular meeting of the Board of Directors a report of all formal actions taken since the previous regular Board meeting for ratification.

4. The Executive Committee shall coordinate the annual performance evaluation of the Chief Executive Officer with the full Board of Directors.