



Society for Social Work Leadership in Health Care

Chapter Template (place name of the chapter)

## **Bylaws**

*Date:*

### **ARTICLE I - PURPOSES**

The Chapter of the Society for Social Work Leadership in Health Care is a professional membership organization for social workers in health care. Consistent with this purpose, the Chapter adopts the mission, vision, and core values of the Society for Social Work Leadership in Health Care. Hereafter, any reference to the national organization of the Society for Social Work Leadership in Health Care is known as the “Society”. Any reference to the Chapter is the named Chapter in this Bylaw.

#### **MISSION**

The Society for Social Work Leadership in Health Care shall, through the strength of our members, support emerging leaders in all roles, provide leadership knowledge and skills and be the force for advocacy through its collective leadership in all health care arenas.

#### **VISION**

The vision of the Society of Social Work Leadership in Health Care is to be the premiere national and international professional organization and voice for social work leadership and leader development in healthcare.

#### **CORE VALUES**

Advocacy - To use our individual and collective voices to influence change related to healthcare and social justice issues.

- As an individual, we are sensitive to the needs of our clients.
- As a member of the Society, we join our fellow members in advocacy efforts that impact-social health issues.
- We recognize the value of strategic partners in having a greater voice on national and world health issues.

Inclusiveness - By our words and our actions we honor the diversity of our clients, members, and all those with whom we interact.

- We value the differences which make each of our members unique.
- We value the capacity of all social workers to be leaders in their respective field of practice regardless of role, function or title.
- We search our membership for leaders who bring these differences to the table.

Stewardship – We are committed to being conscientious stewards of the resources of our organizations, our communities, and the Society.

Being conscious of the limited resources of our organizations, we are responsible financially in the delivery of service.

We recognize the importance of partnering with others in our communities to avoid duplication of program and services.

We value the capacity of individuals to share their knowledge and experience with fellow professionals in the Society.

We value the commitment of volunteer time required to accomplish the mission and vision of the Society.

Ethics – We value the ethics of the social work profession.

- We believe we are accountable to each other to practice our values.
- We are open in our communications.
- By our actions, we foster a trusting environment.

Creativity – We encourage creativity and exploration of new knowledge.

- We encourage networking to assist members with problem resolution.
- We pursue personal growth and assist others to do so.
- We value learning, creativity and new ideas.

Adaptiveness – The ability to respond quickly to a changing environment, both internally and externally.

- We value the ability to provide a timely response to the changing needs of clients and families.
- We value the ability to provide a timely response to the needs of our members.
- We value the ability to provide a timely response to the changing needs of the profession.

## ARTICLE II - OFFICE AND CHAPTER AFFILIATION

2.1 Registered Office. The Chapter shall be at a location determined by the Chapter Board of Directors. The national registered office of the Society for Social Work Leadership in Health Care, known hereafter as the Society, shall be at a location determined by the Society Directors.

2.2 Chapter Affiliation. The Chapter must sign a Chapter Affiliation Agreement with the Society to be a chapter in good standing according to the conditions detailed in the Affiliation Agreement. The Chapter and the Society shall renew its Affiliation Agreement at least ninety (90) days prior to the expiration date of the Agreement. The Chapter is given all rights to use the Society's logo, branding, benefits, and association of the Society as an affiliated chapter of the Society. All members automatically become members of the Society and are assigned to a Chapter in their area or the one nearest to them. Any use of the proprietary properties of the Society by the Chapter requires approval by the Society's Board of Directors.

The Chapter President is authorized to sign the Agreement on the behalf of the Chapter membership.

2.3 Conditions of Affiliation. The conditions of Affiliation shall be detailed in the Affiliation Agreement between the Chapter and the Society.

2.4 Dissolution of Chapter. A Chapter requires the majority of the membership to dissolve a Chapter. Individual members may continue their membership in the Society as long as the members are in good standing with the Society and are current in their dues. The Chapter is responsible for complying with any state, federal, or the other regulatory entities in the dissolution of the Chapter. Assets of the Chapters are to be disbursed for any Chapter expenses. Any assets that remain after paying Chapter expenses shall be disbursed according to the Chapter's Board of Directors.

2.5 Termination of the Affiliation. Either the Chapter or the Society may terminate the Agreement without cause. Either Party shall notify the each other in writing at least ninety (90) days prior to terminating the agreement. With the termination of the Affiliation Agreement, the Chapter will cease any name association with the Society and any use of the branding and logo of the Society. The Chapter shall be required to complete a name change and notify the Society in writing of the name change within 30 days of disaffiliation.

## ARTICLE III - MEMBERS

3.1 Number. Society members will be directed to Chapters as indicated on their application for membership. A member may elect to not join a chapter and continue his/her status as a member of the Society.

3.2. Requirements for Membership. The Society establishes criteria for membership. Such approval may be denied for any reason deemed sufficient by the Directors, even though the applicant may meet the stated criteria for membership.

3.3 Regular Meetings. The Chapter's Board of Directors will conduct at least four meetings a year as determined by the Board.

3.4 Chapter Annual Meetings. The Annual Meeting of the members shall be held at a location as determined by the Chapter Board of Directors. The chapter Board must provide no less than 60 days notice to the members

3.5 Special Meetings. Special meetings of the entire Chapter membership may be called by the Chapter President, the Chapter Board or at the written request of 10% of the membership. At least five (5) days written notice stating the time, place and purpose of any special meeting shall be given to the members entitled to participate.

3.6 Quorum. The Board shall determine the necessary number of members necessary to constitute a quorum at a duly convened meeting for the transaction of business at the meeting.

3.7 Voting. Each Full Member shall be entitled to one vote, in person, by ballot, by mail, by email or by proxy in accord with Section 3.8. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the articles or bylaws, may be by voice vote, show of hands, or by ballot, as determined by the members present, by mail or email if determined by the Chapter Board of Directors and a ballot is sent with notice of the question to be voted upon.

3.8 Unanimous Consent of Members in Lieu of a Meeting. Any action which maybe taken at a meeting of members may be taken without a meeting if consent or consents in writing setting forth the action to be taken shall be signed by all of the members and shall be filed with the Executive Committee of the Society.

3.9 Expulsion from Membership. Any member may be expelled from membership upon a majority vote of the of the Society's Board at a duly convened meeting, provided that written notice of the intention to expel and reasons therefore have been provided in the notice of the meeting. No member

shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

#### ARTICLE IV - DIRECTORS

4.1 Powers. The business and affairs of the Chapter shall be managed by Chapter Board of Directors, except as otherwise required by these Bylaws or a resolution duly adopted by the Board.

4.2 Qualifications of Directors. Each Chapter Director shall be a member in good standing with the Society. Associate members are not eligible to hold office.

4.3 Number, Election and Term of Directors. The Board of Directors shall consist of not less than four (4) Directors including the President-Elect, President and Immediate Past-President, Treasurer /Secretary. Directors shall be members in good standing with the Society, chosen annually by ballot of the Chapter members and shall serve for terms of two (2) years or until their successors are elected and qualified. As nearly as possible, an equal number of terms of board members at large shall expire each year. The maximum number of Directors serving on the Chapter's Board of Directors will be determined by the Chapter's Board.

4.4 Removal. Any Director may be removed from office, without the assignment of any cause, by a vote of a majority of Directors in office, or of members present, at a duly convened meeting of the Board or members, as the case may be, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.5 Quorum. A majority of all the members of the Board present in person at any duly convened meeting shall constitute a quorum for the transaction of business at any meeting, and the acts of the majority of the Board present at a meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.

4.6 Vote. Every Director shall be entitled to one (1) vote. The President will vote when required to break a tie.

4.7 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing (by mail or email) setting forth the action so taken shall be signed by all of the Directors in office.

4.8 Annual Meeting. The Annual Meeting of the Board shall be held at a time determined by Chapter's Board.

4.9 Regular Meetings. Regular meetings of the Board shall be held as determined by the Board. Regular meetings may be face-to-face or by conference call.

4.10 Special Meetings. Special meetings of the Board may be called by the President or by one-third of the Board at any time. At least five (5) days notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.

4.11 Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

4.12 Teleconference Meetings. One or more Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

4.13 Society's Annual Meeting. The President, President-elect, or designee of the Board are to be expected to represent the Chapter at the Presidents Meeting and the Society's Annual Membership Meeting.

## ARTICLE V - OFFICERS

5.1 Positions, Election, Term. The officers of the Chapter shall include a President, a President-Elect, an Immediate Past-President, a Treasurer, and Secretary and such other officers whose positions shall be created from time to time by the Directors. The President-Elect shall be elected by the members, shall serve for a term of one year and shall succeed to the position of President, and then to the position of Immediate Past-President. The Immediate Past-President shall serve on the board for a term of one year after the year of service as President. The Treasurer and Secretary shall serve for a term of one year and until his/her successor is elected. Elections shall be consistent with the Society's election calendar of national officers and Board members. The election will be accomplished by a mailing to the membership or through electronic voting.

5.2 Executive Committee of the Board of Directors. The Executive Committee of the Board of Directors shall consist of the President, the Immediate Past-President, the President-Elect and the Treasurer. The duties of the Executive Committee shall be to conduct the business of the Board in keeping with the Board of Directors established policies and directives.

5.3 Duties. The duties of the officers shall include the following:

The President shall preside at all meetings of the members, Directors, and Executive Committee; shall generally supervise the business of the Chapter; and shall execute documents on behalf of the Chapter. The President shall appoint the chairperson of all committees and work groups which are created by the Board. The committees, work groups and chairpersons shall be reflective of the broad membership. The appointment of these members shall be considered on the principles on diversity and inclusiveness of the organization.

The President will assign responsibility for completion of the minutes. The President or designee shall assure that appropriate notice is given for all meetings of the Board and members; and shall perform such other duties as may be prescribed by the Board or by the President.

The President is required to attend the regular teleconference calls with the Society's Board of Directors, represent the interests of the Chapter and facilitate communication between the Society's Board of Directors.

The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Board are maintained; shall cause financial reports to be provided to the Society, Board and the members as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board or by the President.

5.4 Removal of Officers. The Treasurer may be removed by the Board whenever in its judgment the best interests of the Chapter will be served thereby, but such removal shall be without prejudice to the rights of any person so removed. The President-Elect, President or Immediate Past-President may be removed as officer and director pursuant to Section 4.4.

## ARTICLE VI - COMMITTEES

6.1 Establishment. The Chapter Board may establish committees or work groups as appropriate. The appointment to any committee or workgroup should always reflect the diverse interests of the Chapter. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Chapter Board, except that no committee shall have any power or authority as to the following:

The filling of vacancies on the Board.

The adoption, amendment or repeal of the Bylaws.

The amendment or repeal of any resolution of the Board.

Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

6.2 Appointment of Members. Unless otherwise determined by the Chapter Board, the President shall appoint chairpersons of all committees. Members may be recommended or assigned by the board or the committee chair. The leadership of the organization shall ensure that there is a recruitment strategy to ensure inclusiveness and diverse representation of the member.

## ARTICLE VII - RESIGNATIONS AND VACANCIES

7.1 Resignations. Any member, Chapter Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Chapter, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Chapter Board shall not be required to make it effective.

7.2 Filling Vacancies. If the position of any Director becomes vacant, by an increase in the number of Directors, or by reason of death, resignation, disqualification or otherwise, the remaining Directors by affirmative vote of a majority of all Directors may choose a person or persons who shall hold office for the remaining term.

If an office becomes vacant, by an increase in the number of officers, or by reason of death, resignation, and disqualification or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term. If the office of President-Elect becomes vacant, the members of the Board may appoint a qualified person at their discretion. If the office of President becomes vacant, the President-Elect shall assume the office of President and may serve the full term as President to which he or she was scheduled to serve. If the office of Immediate Past-President becomes vacant, the Board may appoint a former President to occupy that office.

## ARTICLE VIII - MEETINGS AND NOTICE

8.1 Place of Meetings. Meetings may be held at such place as the Chapter Board may determine.

8.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by mail, facsimile transmission or electronic mail to that person's address appearing on the books of the Society. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by these Bylaws.

8.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for

the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

#### ARTICLE IX LIABILITY AND INDEMNIFICATION

9.1 General Liability Insurance. The Chapter and the Society will maintain General Liability during the course of this Affiliation Agreement. If either parties terminate the Affiliation Agreement, the General Liability Insurance shall be terminated.

9.2 Indemnification/Bonding. The Chapter is not required to indemnify any officer or Director or maintain Board Liability Insurance and Bonding. The Chapter may elect to carry such insurance at the discretion of the Chapter.

9.3 Event Liability Insurance. If the Chapter sponsors an event with the Society, liability insurance shall be jointly shared with both parties named.

#### ARTICLE X –AMENDMENTS

10.1 Amendments. The Bylaws may be amended by a majority of members present at any duly convened meeting of members, by email vote or, to the extent not prohibited by law, by vote of the majority of all Chapter Directors in office at a duly convened meeting of Directors, after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

#### ARTICLE XI – FINANCIAL/LEGAL

11.1 Fiscal Year. The fiscal year of the Society shall begin on the first day of July and the end on the last day of June of the following year.

11.2 Financial Reporting. The Chapter shall maintain the appropriate financial reports and documents according to federal and state regulations. The Chapter shall report regularly to its membership a financial report and to the Society annually at the close of its Fiscal Year.

11.3 Regulatory and Legal Compliance. The Chapter shall adhere to all regulatory and legal requirements. This regulatory compliance is reported annually to the Society's Board of Directors.

11.4 Contracting/Memorandum of Agreements. The Chapter may engage in contracts independently from the Society as long the Society is not specifically named in this arrangement. Any agreements that may extent financial liability to the Society must be reviewed and approved by the Society's Board of Directors. In the event that the Chapter engages within the

strategic partnership with another organization, the Society's Board must review and approve this arrangement.

11.5 Conflict of Interest. The Chapter is responsible for any conflict of interest when a Chapter member, Board member or Officer is in a position to benefit financially from a decision of the Chapter or a chapter member may indirectly benefit through a benefit associated with the member or a family member. A Chapter member, Board member, or Officer of the Chapter is to disclose any interests or benefits that might give rise to a conflict of interest.

The Chapter Board will determine if a conflict of interest exists and determine the appropriate course of action in response to any conflict of interest.

11.6 Whistleblower Reporting. The Chapter is to encourage any complaints, reports or inquiries about illegal practices, serious violations of the Chapter's policies, any illegal or improper conduct of the Chapter or the Society. Any reporting of any improper or illegal action by the Chapter member, Board member or Officer is protected from any retaliation by the Chapter or the Society.

11.7 Compensation. The Board shall receive no compensation for serving on the Board except for appropriate reimbursed expenses. The Board shall review and approve any compensation for any staff and contractor at fair market levels.