Subject: Vote on Unification of National and Chapters of the Society for Social Work Leadership in Health Care

During this past year, the Society has focused on the national agenda of unifying the national organization of SSWLHC and its local affiliated chapters. We are now positioned to move forward with the unification process. One of the issues that have emerged during the course of this process is whether the national membership would have an opportunity to vote on the matter of unification. Initially, it was understood that such a change would require a bylaw change requiring a vote of the general membership. During the 2008 national conference and annual meeting, the Board announced that a bylaw change vote would be taken. In order to facilitate this bylaw change, there were many logistical and organizational questions that emerged during the chapter president's meeting and among the general membership. In response, the Board appointed a subcommittee, the National and Chapters Task Force to address the local needs of the chapters, joint partnership of the national organization and the local affiliated chapters and a strategic plan for implementing unification of the national organization and its local chapters. Members of the board and representatives from the chapter presidents and membership were appointed to the task force.

Since April 2008, the task force has been meeting consistently to address some of the questions that have arisen. During this same period, the IRS announced new requirements under 990 for non-profit organizations requiring increased fiscal and operational accountability and reporting. Through our management contract with Fernley and Fernley, we were made aware of the heightened responsibility for our national organization. Based upon this development and the recommendation of our management organization, it was determined that the organization must commit to a course of unification of the chapters with the national organization.

During this due diligence process, the task force consulted with a certified tax accountant and a legal expert on nonprofit organizations. In consultation with the tax consultant on the new IRS 990 ruling, it was recommended that we proceed with defining a stronger affiliation arrangement with clearly defined fiscal and operational relationships. Through the course of the discussion, it was evident that there would be a mutually beneficial financial arrangement for the chapters filing with the national organization as a group rather than separate entities. From our legal counsel, he echoed the same recommendation that the organization should move towards a stronger national/chapter affiliation. In his review of organizational articles of incorporation and the bylaws, he indicated that a bylaw change was not necessary and that a vote from the membership was not needed. The general provisions of the bylaws permitted the organization to proceed ahead with the unification process with a vote of the SSWLHC Board of Directors. This decision was previously made by the 2007 Board and ratified by the 2008 Board of Directors.

Based upon the legal counsel and the past decisions of the Board, the matter of a vote on a bylaw change was clarified. This clarification was shared with the Board and the Task Force. The Task Force is now proceeding with a plan for unification with participation of its membership.