

Society for Social Work Leadership in Health Care

A Pennsylvania Nonprofit Corporation

(Membership) Bylaws

ARTICLE I - PURPOSES

1.1 The purposes of the Corporation are exclusively for charitable purposes as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

ARTICLE II - OFFICES

2.1 Registered Office. The registered office of the Corporation, known hereafter as the Society, shall be at 1211 Locust Street, Philadelphia, PA 19107, or such other location in Pennsylvania as the Directors may from time to time determine.

2.2 Other Offices. The Society may also have offices at such other places as the Directors may select and the business of the Society shall require.

ARTICLE III - MEMBERS

3.1 Number and Dues. Full Members shall be social workers who hold a social work degree from a school of social work accredited by the Council on Social Work Education and who are either:

- A. Social workers employed in health care settings
- B. Social workers who have primary responsibility as consultants in the administration of social work programs in health care institutions;
- C. Individuals who have primary responsibility for graduate education of social workers in a school accredited by the Council on Social Work Education; or
- D. Members in good standing who continue to pay dues, but, by nature of a change or advancement of position, no

longer meet the eligibility requirements of category A, B or C.

Associate Members are individuals or businesses who do not hold a social work degree but have substantial responsibility or interest in the leadership of social work functions in a health care setting. Associate members are not eligible to hold office.

Dues, if any, for members shall be determined each year by the Board of Directors.

3.2 Requirements for Membership. The Directors may establish any additional criteria for membership. No person shall become a member unless approved by the Directors. 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. Meetings shall be held as determined by the members.

3.4 Annual Meetings. The annual meeting of the members shall be held at the principal office of the Society or at such time or place as the Directors shall determine upon not less than 60 days' notice to the members.

3.5 Special Meetings. Special meetings of the entire membership may be called by the President, the 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. Those members present at any duly convened meeting, shall constitute a quorum 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 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, or by mail if determined by the Board of Directors and a ballot is sent with notice of the question to be voted upon.

3.8 Voting by Proxy. Any absent member eligible to vote at any meeting of the members may be represented as present and may vote at such meeting by a proxy authorized in writing by the member or by his or her duly authorized attorney in fact. Such written authorization must specify the matter with respect to which the proxy is granted and the person entitled to vote, must be signed and dated by the member granting the proxy, and must be filed with the Executive Committee of the Society. A proxy shall be revocable at will but the revocation shall not be effective until notice of the revocation has been given to the Executive Committee of the Society. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Executive Committee of the Society.

3.9 Unanimous Consent of Members in Lieu of a Meeting. Any action which may be taken at a meeting of members may be taken without a meeting if a 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.

3.10 Expulsion from Membership. Any member may be expelled from membership, without the assignment of any cause, upon a majority vote of Directors at a duly convened meeting, provided that written notice of the intention to expel and reasons therefor 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.

3.11 Honorary Titles. The Directors may create honorary classes of “membership,” such as Associate Membership, Transitional Membership or Emeritus Membership and such other additional classes of “membership,” as they may see fit, pursuant to such rules and regulations as they may determine, but such persons shall not have the right of a member under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”).

ARTICLE IV - DIRECTORS

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

4.2 Qualifications of Directors. Each Director shall be an individual of full age, who need not be a resident of Pennsylvania and is a Full Member of the Society.

4.3 Number, Election and Term of Directors. The Board of Directors shall consist of not less than six (6) nor more than nine (9) persons, including the President-elect, President and Immediate Past-President. Directors shall be chosen annually by ballot of the members and shall serve for terms of two (2) years and until their successors are elected and qualified. As nearly as possible, an equal number of terms shall expire each year.

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.

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 setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Executive Committee of the Society.

4.8 Annual Meeting. The annual meeting of the Board shall be held promptly after the annual meeting of the members.

4.9 Regular Meetings. Regular meetings of the Board shall be held as determined by the Board.

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.

ARTICLE V - OFFICERS

5.1 Positions, Election, Term. The officers of the Society shall include a President, a President-elect, an Immediate Past-President, a Treasurer and such other officers whose positions shall be created from time to time by the Directors. The Treasurer shall be elected by the Directors from among the second year Directors at the annual meeting of Directors and shall serve for a term of one year and until his/her successor is elected and qualified. The President-elect shall be elected by the members at the annual meeting of members, shall serve for a term of one year and shall succeed to the position of President at the next annual meeting and to the position of Immediate Past-President at the annual meeting after one year of service as President. The Immediate Past-President shall serve a term of one year after the year of service as President.

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 (second year Board member elected by the Board of Directors). The duties of the Executive Committee shall be to conduct the business of the Society between Board Meetings in keeping with the Board of Directors established policies and directives.

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

(a) The President shall preside at all meetings of the members, Directors, and Executive Committee; shall generally supervise of the business of the Society; and shall execute documents on behalf of the Society. The President shall be an ex-officio member of every committee. The President shall appoint members of all committees which are created by the Board.

(b) The Account Manager shall assure that minutes are prepared and maintained for all meetings of the Board and the members; 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.

(c) The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Society are maintained; shall cause financial reports to be provided to the 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 Society will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed. The President-elect, President or Immediate Past-President may be removed as officer and director pursuant to Section 4.3.

ARTICLE VI - COMMITTEES

6.1 Establishment. The Board may establish one or more committees to consist of one or more Directors of the Society. 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 Board, except that no committee shall have any power or authority as to the following:

(a) The filling of vacancies on the Board.

(b) The adoption, amendment or repeal of the Bylaws.

(c) The amendment or repeal of any resolution of the Board.

(d) 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 Board, the President shall appoint members of all committees.

6.3 Creation & Composition of Advisory Boards. The Society may, in its discretion, establish Advisory Boards which may include as members persons who are not members of the Board. Such Advisory Boards shall have no right to bind the composition and shall have only such responsibilities and duties as delegated to it by the Board or the President.

ARTICLE VII - RESIGNATIONS AND VACANCIES

7.1 Resignations. Any member, 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 Society, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

7.2 Filling Vacancies.

(a) 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.

(b) If the position of Treasurer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, 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 shall elect a President at the next annual meeting. 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 within or without Pennsylvania as the Board may from time to time 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 first class or express mail, postage prepaid, or by telegram (with messenger service specified), telex or TWX (with answer back received) or courier service, charges prepaid, or by facsimile transmission, or by electronic mail, to that person's address (or telex, TWX, facsimile number or e-mail address) appearing on the books of the Society, or in the case of Directors, supplied by that person to the Society for the purpose of notice. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or deposited with a telegraph office or courier service for delivery to such person or, in the case of telex, TWX, e-mail or facsimile, when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or 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 Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless:

(a) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

9.2 Indemnification. The Society shall indemnify any officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Society) by reason of the fact that such person is or was a representative of the Society, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Society, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Society unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Society is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

9.3 Procedure. Unless ordered by a court, any indemnification under section 9.2 or otherwise permitted by law shall be made by the Society only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

(a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding;

(b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or

(c) by the members.

9.4 Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Society.

9.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Society and shall inure to the benefit of the heirs, executors and administrators of such person.

9.6 Other Rights. This Article shall not be exclusive of any other right which the Society may have to indemnify any person as a matter of law.

ARTICLE X - AMENDMENTS

10.1 The Articles of Incorporation of the Society may be amended by a majority of members present at any duly convened meeting of members after not less than 30 days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

10.2 The Bylaws may be amended by a majority of members present at any duly convened meeting of members or, to the extent not prohibited by law, by vote of the majority of all 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 - MISCELLANEOUS

11.1 Fiscal Year. The fiscal year of the Society shall begin on the first day of January and end on the last day of December.

11.2 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

11.3 Bond. If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.

11.4 Subventions. The Society shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Pennsylvania Nonprofit Corporation Law and to issue certificates therefor.

11.5 Corporate Seal. The corporate seal of the Society shall be in circular form and shall bear the name of the Society and the words “Corporate Seal, Pennsylvania 2001.”