

**THE VIRGINIA SOCIETY
FOR CLINICAL SOCIAL WORK, INC.**

BY-LAWS

REVISED AND APPROVED
May 2, 2016

Article I: Name and Offices

Section A. Name. The name of this corporation is the Virginia Society for Clinical Social Work.

Section Offices. The principal office (Administrative Office) of the corporation shall be at a location designated by the Board of Directors. The corporation may have such other offices as the Board of Directors may designate from time to time.

Article II: Use of the Name

The Virginia Society for Clinical Social Work (VSCSW) is an affiliate member of the Clinical Social Work Association (CSWA). The name of the Virginia Society for Clinical Social Work shall not be used in connection with any enterprise or legislative matter regarding the programs and/or policies of the CSWA unless such action has been authorized by the VSCSW, its Board of Directors, or Executive Committee.

Article III: Purposes

The purposes of the Society are: (1) To promote the highest standards of professional education and clinical social work practice; (2) To promote clinical social work throughout the State through the formation of local chapters; (3) To coordinate the activities of all the chapters; (4) To educate the public of the specialized skills of clinical social workers; (5) To collaborate with other health/mental health care professions on issues of common concern; (6) To protect the rights of clinical social workers to practice; and (7) To advocate for adequate and appropriate mental health services and insurance coverage at the state and national levels.

Article IV: Organization

Section A: General. The Society shall be an organization of individual clinical social workers who reside and/or work in the State of Virginia.

Section B: Governance. The Society shall be governed by a Board of Directors elected by the general membership.

Section C: Chapters.

1. Chapters. A region with a minimum of 10 Full Members may, upon approval of the Board of Directors, be designated as a Chapter, except that no region shall have more than one chapter.
2. Geographic Boundaries. The number and geographic boundaries of regional areas may, from time to time, be changed or altered by the Board of Directors.
3. Relationship. (a) Chapters shall, in all of their activities, be subject to the State Society's By-Laws and the jurisdiction of the State Board; (b) Chapters shall establish their own rules of procedure consistent with those of the State and subject to the approval of the State Board; and (c) the State Board may enact such guidelines it deems necessary for recognizing, removing and otherwise governing its relationship with the Chapters.
4. Governance. Each Chapter shall be governed by an Executive Committee comprised of a Chairperson, Vice Chairperson, Secretary, Treasurer and two representatives-at-large elected by the members of the Chapter, the Chairperson and the two representatives-at-large shall represent the Chapter on the State Board of Directors.

Article V: Membership

Section A: Categories. There shall be six categories of membership: Full, Associate, New Professional, Student, Affiliate, Honorary, and such other categories as the Board of Directors shall, from time to time, establish. All members shall be eligible to participate in all meetings, educational and general, of the Society and its Committees, however, voting on Society business and election to an office in the Society shall be limited to Full Members only.

1. Full. Any individual who has an active license as a Virginia Licensed Clinical Social Worker shall be eligible for Full membership in the Society. Only this category of membership shall have voting rights and shall be elected to the Board of Directors, with the exceptions noted in Article VII: Section A1, and Article V: Section A2.

If the applicant is under current disciplinary terms or conditions by the Virginia Board of Social Work then the applicant shall submit a written explanation about the disciplinary issues in regards to the impact they have on the applicant meeting the purposes of the Society stated in Article III. This explanation will be reviewed by the VSCSW state president, the state membership chair and the respective chapter chair. If approved by the VSCSW state membership chair and the respective chapter chair then the applicant.

The Administrative Consultant will verify with the Virginia Board of Social Work that the applicant has an active LCSW license and inform the state membership chair if there are any current disciplinary terms or conditions on the license.

1. Associate. Any person who meets the Society's educational requirement for Full Membership, but has not achieved licensure by the Commonwealth of Virginia, shall be eligible for this category of membership.

In the event that there are no Full Board members to assume an office of the Board (with the exception of President), a majority vote of the Board will be required for an Associate member to fill an office if so elected.

2. New Professional. Applications received from MSW students graduating from accredited schools of social work, within six months after graduation, are eligible for this class of membership, and will cover the one-year period following their graduation.
3. Student. Any person who is currently enrolled in a Master's or Doctoral program in a clinical track in an accredited graduate School of Social Work shall be eligible for this class of membership.
4. Affiliate. An Affiliate member shall be one of the following: (1) a person who has retired from active clinical practice; (2) a person living abroad or in a jurisdiction where no clinical society exists who otherwise qualifies for membership; and (3) a person who is a full member of a clinical society in another jurisdiction who wishes to affiliate with the Virginia State Society.
5. Honorary. Any person deemed to have rendered unusual and exceptionally worthwhile service to the Virginia Society for Clinical Social Work, or to the Clinical Social Work profession, may be elected, upon the majority vote of the Board of Directors or the adoption of a resolution by the Full Members of the Society, to Honorary Membership in the Society.

Section B. Admission to Membership. Application for membership shall be made in writing on such forms as may be approved by the Board of Directors of the Society. All application forms shall require the applicant's signature acknowledging their agreement to abide by the Clinical Social Work Association (CSWA) Code of ethics and the purposes of the society stated in Article III above.

Section C. Member Responsibilities. A member shall agree to abide by the Articles of Incorporation and Bylaws of the Society, and to pay such annual dues as are determined by the Board of Directors. After each year of membership, a member may be required to submit, along with the appropriate annual dues, a renewal application for membership on such forms as may be approved by the Board of Directors.

Section D. Resignation and Withdrawal. Any member may terminate membership in the Society by giving notice, in writing, at any time. Any member who resigns, voluntarily or involuntarily, from the Society shall cease to have any further interest in the funds,

assets, or activities of the Society and shall not be entitled to any refunds of any type or amount.

Section E. Automatic Termination of Membership. Members who fail to remit their dues within thirty (30) days from the date upon which they are payable shall be notified and, if payment is not made within the succeeding thirty (30) days shall be dropped from the Society's membership. Upon request, and good cause shown, the Board of Directors may further extend the time for payment and continuation of membership privileges for a period not to exceed sixty (60) days.

Section F. Current Member Disciplined by the Virginia Board of Social Work

Any current member of the Society is required to notify the President of the Society within thirty (30) days of the date any Disciplinary Order of the Virginia Board of Social Work is entered. The member shall submit a written explanation about the disciplinary issues in regards to the impact they have on the member's ability to meet the purposes of the Society stated in Article III. This explanation will be reviewed by the VSCSW President, the state membership chair and the respective chapter chair. If approved by the VSCSW President, the state membership chair and the respective chapter chair then the member may continue membership in the Society.

ARTICLE VI: Meetings of the Membership

Section A. Annual Meeting. There shall be an Annual Meeting of the membership, and such other special meetings of the membership as the Board of Directors may direct. Unless otherwise designated by the Board of Directors the annual meeting will be the first Board of Directors meeting in each fiscal year.

Section B. Notification. Members shall be officially notified, in writing, of meetings not less than fifteen (15) days in advance. In the event of special meetings, such notice shall include the purpose for which the meeting is being called.

Section C. Quorum. A quorum shall be deemed present at the Annual Meeting or other special meetings if at least one-tenth of the voting membership of the Society is present.

Section D. Voting. All decisions of the membership at annual or other meetings shall be by majority vote, except as provided herein. All voting members shall be entitled to one vote. Voting by proxy shall not be permitted.

ARTICLE VII: Board of Directors

Section A. Authority and Composition. The Board of Directors shall formulate the policies of the Society and shall, in general, oversee the affairs of the Society.

1. Composition. The Board shall consist of three (3) elected representatives from each Regional Chapter (the Chairperson and two (2) Representatives-at-Large; four (4) Directors elected at-large (statewide); one (1) Director from the Associate Member category; one (1) Director from the Affiliate Member category; and three (3) Directors from the Student Member category, one of whom shall be a student at Norfolk State University, one of whom shall be a student at Radford University, and one of whom shall be a student at Virginia Commonwealth University. The three (3) Student Member Directors, the Associate Member Director and the Affiliate Member Director shall have a vote in the deliberations of the Board of Directors, but shall not be eligible to be an officer of the Society except under Article V: Section A2, where an Associate member to the Board can hold office. In addition, two (2) Directors may be elected or appointed to the Board by the Greater Washington Society for Clinical Social Work. These two Directors shall be non-voting except on legislative matters, which affect their members who are LCSW's in Virginia.
2. Meeting. The President shall call meetings of the Board of Directors as needed, provided the Board meets at least four (4) times per year. Meetings may be held by means of a telephone conference call or other communication by which all participants may freely and immediately communicate with one another. The President shall be required to call a meeting of the Board of Directors within thirty (30) days if requested in writing by at least one-third of the members of the Board. Notice of meetings shall be provided to all members of the Board of Directors a minimum of ten (10) days prior to a regular meeting and five (5) days prior to a special meeting.
3. Quorum and Voting. A simple majority of the members of the Board of Directors shall constitute a quorum. All decisions of the Board of Directors shall be by majority vote, except as provided herein. All votes of the Board of Directors shall be recorded in the minutes. Voting, at the initiation of the President, may take place through electronic means (Example: email) that provides a written record of each member's vote cast. The voting by electronic means will close 96 hours after the President has initiated the voting process
4. Chairperson. The President shall serve as Chairperson of the Board of Directors and shall preside at all meetings. In the absence of the President, the Vice President shall serve. In the absence of the President and Vice President, the Directors shall appoint any member present to preside over said meeting by mutual consent.
5. Past President. The immediate past president of the Society shall be a member of the Board of Directors, either as a voting Director, if his/her term as a Director has not expired, or as a non-voting Director if his/her term has expired, for one year.
6. Compensation. Directors shall not receive any compensation for their service as Directors, but the Board of Directors may, by resolution, authorize reimbursement of reasonable expenses incurred in the performance of their duties.
7. Attendance at Board Meetings. All members of the Board of Directors are required to attend at least three (3) regularly scheduled Board meetings during

each one-year period of their term. If this requirement is not met by any Director, the remaining members of the Board may, by majority vote, request the resignation of such non-complying Director. Directors shall agree to tender their resignation if requested pursuant to this Section.

8. Resignation. Any Director may resign at any time by giving notice to the President. Such resignation shall be subject to acceptance by the Board of Directors.

9. Removal. The proposed addition would read: "If a Board member is sanctioned by the Virginia Board of Social Work, he/she shall notify a member of the Virginia Society for Clinical Social Work Executive Committee of said sanction. The Executive Committee member so notified will take the matter to the VSCSW State Board for action.

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For conduct detrimental to the interest of the Society, any Director may be removed from office after the President has appointed an Ad Hoc Committee to study the charges/concerns and make a recommendation to the Board. The Board may remove said Director by the affirmative vote of two-thirds of the voting members present at a special meeting called for that purpose, or at any validly convened meeting of the Board of Directors.

- a. Removal may be initiated by any member of the Board of Directors upon presentation of a written statement bearing the name of the Director to be removed and a detailed list of charges justifying the Director's removal.
- b. Removal may also be initiated by any voting member by presenting the Board of Directors a petition signed by one-tenth of the voting members of the Society. Such petition shall bear the name of the Director to be removed and shall present a detailed list of charges against the Director justifying removal, together with the name, address and telephone number of each Voting member signing the petition.
- c. The Board of Directors shall notify the Director involved in the removal action by registered mail of the charges against him/her at least thirty (30) days prior to the Board or membership meeting at which such removal shall be considered. The Director proposed to be removed shall be entitled to appear and be heard by the Ad Hoc Committee appointed by the President and at the membership meeting.

Section B. Elections. Elections shall be held by electronic means. Ballots approved by the Board of Directors will be sent to the electronic address provided on the voting member's application. The ballot shall be electronically transmitted at least forty-five (45) days but not more than sixty (60) days prior to the date of the Annual Meeting. Only electronically cast votes from eligible members received prior to the election vote being called at the annual meeting shall be counted.

1. Terms of Office.
 - a. Directors shall be elected to serve three-year staggered terms. An election process shall be determined by the Board of Directors to ensure that approximately one-third of the Board of Directors is elected each year.
 - b. Directors may serve not more than two (2) consecutive full terms, but may be re-elected following the intervention of one (1) year.
 - c. Chapter Chairpersons are on the State Board consistent with their term of office as Chapter Chair.

2. Substitutions. In the event that the Nominating Committee is unable to locate a Director candidate from one or more of the Regional Chapters, an additional at-large Director position may be substituted for each of the unfilled Regional Chapter positions.

3. Maximum Number of Directors. The maximum number of Directors shall be twenty-five (25).

4. Vacancies. Any vacancy occurring on the Board of Directors, except a vacancy in one of the four (4) officer positions, may be filled by an appointee of the President designated to serve for the balance of the vacated term. Such appointment shall be subject to the approval of a majority of the remaining Directors on the Board.

ARTICLE VIII: Officers

Section A. Number. The elected officers of the Society shall be five (5) and they shall be President, Vice President, Legislative Vice President, Secretary and Treasurer.

Section B. Election and Term. The Board of Directors shall elect the officers from among the elected members of the Board who have served as Directors for at least nine (9) months at the time of nomination. Officers shall serve for a period of two (2) years, or until they are replaced by their successors.

Section C. Vacancies. If the office of President is vacated, it shall be filled, for the remainder of the term, by the Vice President. Vacancies in any other officer positions shall be filled, for the remainder of the term, by a member of the Board of Directors elected by a majority of the Board of Directors.

Section D. Compensation. The President, Vice President, Legislative Vice President, Secretary and Treasurer shall not receive any compensation for their service as officers, but the Board of Directors may, by resolution, authorize reimbursement of reasonable expenses incurred in the performance of their duties.

ARTICLE IX: Duties of Officers

Section A. President. The President of the Society shall preside at all meetings of the membership, the Board of Directors, and the Executive Committee, and shall be a member ex-officio, without the right to vote, of all committees except the Nominating Committee. The President shall perform such other duties as are necessarily incident to the office of president and as may be prescribed by the Board of Directors.

Section B. Vice President. The Vice President shall assume the duties of the President in the event of the President's temporary disability or absence from meetings, and shall succeed to the presidency if that office shall become vacant prior to the expiration of the President's term of office. The Vice President is assigned the duty to oversee implementing the component of the VSCSW Visioning Plan for the ongoing intentional communication between VSCSW and the Virginia Board of Social Work as well as ongoing intentional communication between VSCSW and the Dean of the Virginia Commonwealth University School of Social Work, the Dean of Norfolk State University School of Social Work, the Chair of George Mason University Social Work Department and the Director of Radford University School of Social work. The Vice President will report to the VSCSW Board of Directors, on at least an annual basis, the status of implementing this component of the Visioning Plan. The Vice President shall have such other duties as the President or Board of Directors may assign.

Section C. Legislative Vice President. The Legislative Vice President shall be responsible for the development and implementation of such legislative and regulatory monitoring, reporting and advocacy programs as may serve the interests of the Society and its members. The Legislative Vice President shall serve as liaison between the Society and its legislative counsel and shall serve as chairman of the Legislative Affairs Committee. All programs developed by the Legislative Vice President and the Legislative Affairs Committee shall be subject to the approval of the Board of Directors. The Legislative Vice President shall have such other duties as may be prescribed by the President and/or Board of Directors.

Section D. Secretary. The Secretary shall be responsible for the preparation and serving of all notices of meetings of the Society, the keeping of a record of all proceedings, and the attesting and affixing of the Society's seal to all documents requiring the same. The Secretary shall serve as the Chairperson of the Nominating Committee. The Secretary shall be responsible for such other duties as are usual for such official or as may be prescribed by the President or Board of Directors. The Secretary may delegate responsibility for his or her duties in a reasonable manner.

Section E. Treasurer. The Treasurer shall serve as chairperson of the Society's Budget and Finance Committee. The Treasurer shall be responsible for the preparation of the Society's annual budget and annual financial report(s). The Treasurer shall ensure that the annual financial report(s) of the Society are properly prepared, as specified by the Board of Directors, and signed by a competent Certified Public Accountant. The annual financial report(s) and the annual budget shall

thereafter be considered and approved by the Board of Directors. The Treasurer shall be responsible for ensuring that an account is kept of all moneys received and/or expended for the use of the Society. Any funds collected or disbursed by the Society shall be deposited in appropriate accounts administered by the Treasurer. The Treasurer may delegate responsibility for his or her duties in a reasonable manner.

ARTICLE X: Staff

Section A. Employee:

1. Executive Director. The Society may employ an Executive Director who shall serve at the pleasure of the Board of Directors. Such Executive Director shall manage and direct the operations, programs, activities, and affairs of the Society, functioning within the framework of policy aims and programs as determined by the Board of Directors. The Executive Director shall be responsible for the employment, compensation, and termination of employment of members of the Society's and staff and supporting personnel, and for negotiating for, and administering, such contract and support services as may be required to effectively carry out the Society's operations and programs. The Executive Director shall have such other duties as may be prescribed by the Board of Directors.

Section B. Consultants:

1 Lobbyist.

The society may retain a lobbyist with the approval of the Board of Directors under terms of a yearly contract. The lobbyist consultant will be considered to be a 1099 independent contractor. ~~Other Consultants may be retained as approved by the Board of Directors.~~

2. Administrative.

The Society may retain an administrative consultant to assist with duties of officers. The administrative consultant will be considered to be a 1099 independent contractor.

3. Legal Counsel. The Society may retain a General Counsel whose office shall have such responsibilities as may be assigned by the Board of Directors.

4. Other.

Other consultants may be retained at the discretion of the Board of Directors.

ARTICLE XI: Committees

Section A. Committees. There shall be six (6) Standing Committees – the Executive Committee, Legislative Affairs Committee, Nominating Committee, Budget & Finance

Committee, Membership/Credential Committee and Education Committee. Subject to the approval of the Board of Directors, the President may also appoint such additional committees as may be deemed appropriate to carry on the work of the Society. Committees may include Full Members and Associate Members. Associate Members shall have the right to vote in the deliberations of committees.

1. Chairperson. The President shall, subject to the approval of the Board of Directors, appoint the chairpersons of all committees, except as otherwise provided in the bylaws.
2. Vice Chairpersons. Upon receiving notice of appointment to chair a committee, each chairperson shall designate a vice chairperson from among the committee members. In the absence of the chairperson, all of his or her duties shall devolve to the vice chairperson.
3. Committee Members. Chairpersons shall, subject to the approval of the Board of Directors, select the members of their committees from among the membership, except as otherwise provided in these bylaws.
4. Compensation. Members of committees shall not receive any compensation for their service as committee members, but the Board of Directors may, by resolution, authorize reimbursement of reasonable expenses incurred in the performance of their duties.
5. Budgets. Each committee requiring the allocation of Society funds to support its operation and fulfillment of its mission shall, each year, submit, in a timely manner, a written, itemized budget to the Budget and Finance Committee.

Section B. Executive Committee. The President, Vice President, Legislative Vice President, Secretary and Treasurer of the Society shall constitute the Executive Committee. The Executive Committee shall exercise the full powers of the Board of Directors between meetings of the Board of Directors, unless specifically limited by these bylaws.

1. Meetings. Meetings of the Executive Committee shall be called by the President or by a majority of the members of the Executive Committee.
2. Quorum and Voting. Four (4) members of the Executive Committee shall constitute a quorum. A majority vote of the Executive Committee members present shall govern in all matters before the committee.

Section C. Nominating Committee. A Nominating Committee consisting of a minimum of five (5) Full Members, a majority of who shall not be Directors of the Society, shall be appointed by the President, subject to the approval of the Board of Directors.

1. Chairperson. The elected Secretary of the Society shall serve as chairperson of the Nominating Committee.

2. Nomination. The Nominating Committee shall solicit and nominate, wherever possible, two (2) or more candidates of each seat vacant or soon to be vacant. Nominees must have been a member in good standing of the Society for at least one (1) year at the time of nomination. The Nominating Committee shall submit a slate of nominees to the Society office not later than sixty (60) days before the Annual Meeting.

Section D. Budget Finance Committee. The Treasurer of the Society shall serve as the Chairperson of the Budget Finance Committee. The Committee shall be responsible for the annual operating budget and periodic financial reports of the Society, and shall present its recommendations to the Board of Directors. The Budget and Finance Committee shall recommend policies concerning management of the financial resources of the Society, systems for internal financial control, establishment of membership dues, allocation of funds, and the general dues structure, including those revisions to the structure deemed necessary to provide the required revenues.

Section E. Special Ad Hoc Committees. Ad Hoc Committees may be appointed by the President with the consent of the Board of Directors for specific assignments to report as specified by the President. The terms of all Ad Hoc Committee Members shall expire with the expiration of the term of office of the President who appointed them, unless otherwise provided for in these bylaws.

ARTICLE XII: Fiscal Year

The fiscal year of the Society shall be July 1 – June 30 of each calendar year.

ARTICLE XIII: Amendments

Section A. By-Laws. Upon proposal by the Board of Directors, or upon a petition containing 30 or more signatures of Full Members of the Society, these Bylaws may be amended, repealed or altered, in whole or in part, by approval of the Full Members through an electronic ballot, with a two-thirds majority of those voting required for passage. The electronic ballot shall be accompanied by a written statement, including the exact language of the Article(s) and/or Section(s) proposed for amendment, repeal, or alteration, as they are currently written and the exact language of the Article(s) or Section(s) as proposed to be amended, repealed, or altered. The statement may also include an explanation of the purpose(s) served by the proposed change. All electronic ballots must be returned dated to the society within thirty (30) days of submission to the membership. If adopted, said amendments will take effect at the first Board of Directors or Annual membership meeting, whichever occurs first, following the close of balloting.

Section B. Articles of Incorporation. The Society shall have the power to amend its Articles of Incorporation; provided, however, that the Board of Directors shall first

adopt a resolution setting forth the proposed amendment(s), and directing that it be submitted to a vote at an Annual or special meeting.

1. Written notice setting forth the proposed amendment(s) and/or a summary of the change(s) shall be mailed to each of the voting members not less than fifteen (15) days not more than forty-five (45) prior to the date of the Annual or special membership meeting at which the proposed amendment(s) will be considered.
2. The proposed amendment(s) shall be adopted upon receiving the affirmative vote of at least two-thirds of the votes entitled to be cast by voting members present at such meeting.

ARTICLE XIV: Dissolution

Section 1. Dissolution. The Society may, pursuant to a Board of Directors resolution, be dissolved by a two-thirds vote of the voting members present at an Annual or special meeting of the Society. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Society, shall be mailed to each voting member not less than fifteen (15) days nor more than forty-five (45) days before that date of such meeting.

Section 2. Distribution of Assets. Upon adoption of such resolution by the voting members, the Society shall cease to conduct its affairs except insofar as may be necessary to close the affairs of the Society, and shall immediately cause a notice of dissolution to be mailed to each known creditor of the Society, and shall proceed to collect its assets and apply and distribute them as provided in the Society's Articles of Incorporation.

ARTICLE XV: Procedural Matters

Section A. Parliamentary Rules. The usual parliamentary rules, as set forth in Roberts Rules of Order (as revised), shall govern all deliberations and meeting of the membership, Board of Directors, Officers and committees of the Society, when not in conflict with these By-laws.

Section B. Notice. Unless otherwise indicated, notice under these bylaws shall be by mail to the last recorded address of the person or entity to receive notice.

Section C. Voting. All matters voted upon at any meeting of the Society's membership, Board of Directors or committees shall carry by a simple majority, except as otherwise provided by these Bylaws.

1. Mail. The President, under the direction of the Board of Directors, may submit any matter, by letter ballot, to the voting members and, in such case, the matter shall

carry by a simple majority of those ballots received within thirty (30) days of mailing such letter ballot, except as otherwise provided in these Bylaws. Nothing herein shall prevent the solicitation of advisory opinions from members.

2. **Electronic Means:**

The President may use electronic means to submit any matter to the voting members and, in such case, the matter shall carry by a simple majority of those votes that are returned dated to the society within thirty (30) days of date the President sending out the electronic notice of vote. Nothing herein shall prevent the solicitation of advisory opinions from members.

3. **Proxy.** Proxy voting shall not be allowed at any Society meeting under any circumstance. Nothing in these Bylaws shall be interpreted as granting authority for a proxy vote.

ARTICLE XVI: Limitation on Liability

Nothing herein shall constitute members of the Society as partners for any purpose. No member, Director, officer or employee of the Society shall be liable for the Society, nor shall any member, Director, officer, or employee be liable for his or her acts or failure to act under these Bylaws, except for any act or omission to act arising out of his or her willful malfeasance.