

**NATIONAL ASSOCIATION OF SOCIAL WORKERS, INC.
VERMONT CHAPTER**

BYLAWS

Adopted: May 10, 1957

Revised: May 25, 1970; April 26, 1983; August 31, 1991; November 12, 1991; March 10, 1992, April 8, 1998, September 10, 2007

ARTICLE I NAME

The name of the organization shall be the National Association of Social Workers--Vermont Chapter.

ARTICLE II PURPOSE

- A. The Vermont Chapter is constituted to advance, at the state and local level, the purposes of the National Association of Social Workers and is a basic administrative unit of the National Association of Social Workers. The Vermont Chapter program and structure shall be designed to encourage and facilitate participation by members. The program of the Vermont Chapter shall be related to the basic unified program plan of the National Association of Social Workers taking into consideration the special needs and interests of the members within the Vermont Chapter.
- B. The purposes of the Vermont Chapter shall at all times be consonant with the National Association of Social Workers' purposes as stated in Article II of the National bylaws.

ARTICLE III MEMBERSHIP

- A. Membership categories, including attendant rights and privileges, are specified in Article IV of the *NASW Bylaws*.
- B. All NASW members in the area of the Vermont Chapter shall automatically be members of the Vermont Chapter. A NASW member may elect to affiliate with the chapter in the area of residence or in the area of employment. In special circumstances, as defined by the National Board of Directors, a member may elect to affiliate with a chapter within which the member neither lives nor works.

ARTICLE IV OFFICERS

- A. The **OFFICERS** of the Vermont Chapter shall be: President, Vice-President, Secretary, Treasurer, and President-Elect and Treasurer-Elect in the appropriate years.

B. DUTIES

1. **PRESIDENT** – the presiding officer of the Board of Directors and Executive Committee and an ex-officio member of all committees; represents the Board of Directors between its meetings and reports to the Board of Directors all important interim actions; in consultation with the Board of Directors makes all appropriate committee, task force, unit and other appointments; is available to consult with staff.
2. **PRESIDENT-ELECT** – the Chapter President shall be elected one year in advance of assuming the duties of the office. This person is called the President-Elect. In addition, he or she shall undertake duties assigned by the President.
3. **VICE-PRESIDENT** – the Vice-President fulfills the duties of the President in the event of absence or disability and assumes the Presidency upon the President's resignation or inability to discharge the office and fulfills duties assigned by the President.
4. **SECRETARY** – the Secretary is responsible for the Board of Directors, Executive and Personnel Committee meeting minutes, as well as for the non-fiscal records of the Chapter.
5. **TREASURER** – the Treasurer is responsible for ensuring the receipt, deposit, disbursement and withdrawal of all Chapter funds and renders regular financial statements at least quarterly to the Board and Executive Committee.
6. **TREASURER-ELECT** – the Chapter Treasurer shall be elected one year in advance of assuming the duties of the office. This person is called the Treasurer-Elect. In addition, he or she shall undertake duties assigned by the President.

C. TERMS OF OFFICE

The officers shall be elected by the Chapter membership for a term of two years, other than the President-Elect and Treasurer Elect. An officer may not serve two consecutive terms in the same office. The President and Treasurer shall be elected a year prior to taking office as President or Treasurer, and serve as the President-Elect and Treasurer-Elect for that year. All terms of office shall begin as of July 1 of the current year. No member shall serve more than a total of six (6) consecutive years of service on the Board. Terms as President-Elect and Treasurer- Elect do not count in the consecutive years prohibition.

D. RESIGNATIONS AND VACANCIES

Any officer may resign by submitting a written resignation to the President. Vacancies in officers' positions occurring before the expiration of the term of office shall be filled by appointment by the President, with approval from the Board, and

person(s) so chosen shall serve until the term expires. An exception is with the vacancy of the President, which will automatically be filled by the Vice-President. In the event of the vacancy of the office of President-Elect, the Chapter shall either (a) offer the position to the President-Elect nominee receiving the next highest vote count in the Chapter election or (b) provide for a special election to the office of President-Elect.

ARTICLE V BOARD OF DIRECTORS

A. POWERS

The Vermont Chapter Board shall exercise all powers of the Chapter specified in the *NASW Bylaws* or otherwise delegated by the NASW Board of Directors.

B. COMPOSITION

The Board shall consist of the following members:

Chapter Officers:	4, plus President-Elect and Treasurer-Elect when elected
Directors-at-Large:	9, including at least one BSW member; one MSW student attending an accredited Vermont MSW program; and one BSW student attending an accredited Vermont BSW program.

C. TERMS OF OFFICE

Board members shall be elected by the Chapter membership for a term of two years, except the master and bachelor student representatives will serve one-year terms. All terms shall begin July 1. No member shall serve more than a total of six (6) consecutive years of service on the Board. Half of the officers and 50% of the Directors-at-Large shall be elected in one year and the remaining officers and 50% of the Directors-at-Large shall be elected in the other year.

D. DUTIES OF THE BOARD MEMBERS

Within the policies and priorities established by the Delegate Assembly and the National Board of Directors, the Vermont Chapter Board of Directors is responsible for:

1. Attending all board meetings and conducting business of the Chapter in accordance with the Chapter's bylaws and *Policy Governance* policies.
2. Participating in the decision making process to fulfill the mission(s) of the Chapter.

3. Serving on at least one committee.
4. Developing specific programs for each program year reflecting the priorities of the most recent Delegate Assembly and association major objectives, including annual budgets supporting program implementation.
5. Establishing and dissolving committees and task forces based on the program priorities and administrative needs of the Chapter.
6. Creating, restructuring, reviewing and determining the level of support for all units of the Chapter within National's standards.
7. Reviewing the Chapter's organizational pattern after each Delegate Assembly to assure relevant structure.
8. Developing Chapter policies within the framework of NASW public, professional and organizational policies.
9. Representing the Chapter in the community and maintaining relationships with other organizations and professions.
10. Developing and implementing programs for the recruitment and retention of members.
11. Reviewing and resolving intra-organizational issues and problems.
12. Assuring the hiring and annual performance evaluation of the Chapter's Executive Director.
13. Evaluating and appraising of operations relative to achieving NASW and Chapter objectives.
14. Overseeing the fiscal viability of the Chapter, including the development of fiscal policies, adopting an annual budget, publishing an annual financial report to the membership and obtaining an annual audit.

E. MEETINGS

The Board of Directors shall meet at least four times annually. Meetings may be face-to-face or electronic. Time and notice of each meeting shall be given to all members. Special meetings can be held at the call of the President or by petition of three (3) members of the Board. A two-week notice for special meetings is needed, unless right of notice is waived by three-quarters of the Board of Directors.

F. QUORUM

A simple majority of the Board of Directors shall constitute a quorum for the transaction of official business.

G. PROXY VOTING

Voting by proxy is not allowed.

H. RESIGNATIONS AND VACANCIES

Any Director may resign by submitting a written resignation to the President. Vacancies on the Board, other than the President-Elect, shall be filled by appointment by the President, with approval from the Board, and the person so appointed shall serve until the term expires.

ARTICLE VI EXECUTIVE COMMITTEE

A. POWERS

The Executive Committee of the Board of Directors is responsible for Chapter affairs between Board meetings.

B. COMPOSITION

The Executive Committee consists of the officers and President-Elect and Treasurer-Elect and, if selected by the Board, up to two (2) additional Board members. The Executive Committee should be chosen, as much as possible, to reflect membership concentration, geography, sexual orientation, ethnicity, gender, students and Chapter special interests.

C. TERMS OF OFFICE

Executive Committee members, other than officers, serve one-year terms.

D. DUTIES

Between Board meetings, the Executive Committee has the powers of the Board of Directors within the general policies, program, budget, specific directions established by the Board and the Chapter's *Policy Governance* manual, except decisions regarding the employment status of the Executive Director, which are reserved for the full Board. The Executive Committee shall act as the Personnel Committee for the annual performance evaluation of the Chapter Executive Director and it will act as the Finance Committee if a separate Finance Committee is not created.

E. MEETINGS

Executive Committee meetings will be scheduled by the President or by petition of three (3) members of the committee. Executive Committee members will be given adequate notice of the meeting time and place.

F. QUORUM

A simple majority of Executive Committee members constitutes a quorum for the transaction of all business.

ARTICLE VII NOMINATIONS, ELECTIONS AND REMOVAL FROM OFFICE

Nominations and election processes specified in the *Standards for NASW Chapter Nominations and Elections* adopted by the National Board of Directors will be followed.

Board members will be required to sign the NASW Code of Conduct and Conflict of Interest statements.

Nonattendance by Board members at two (2) consecutive meetings of the Board of Directors and nonattendance by officers at two (2) consecutive Executive Committee and/or Board of Directors meetings may be cause for removal. When such an officer or Board member has been absent from the number of meetings designated above, the item of his or her retention shall be placed on the agenda of the next regularly scheduled meeting of the Board of Directors. At that meeting, the Board may remove the officer or Board member by a vote of the majority of the full Board.

A Board member may be removed for violating the Code of Conduct and Conflict of Interest statements under the procedures approved by the NASW Board of Directors.

ARTICLE VIII DELEGATES TO DELEGATE ASSEMBLY

A. ELECTION OF DELEGATES AND ALTERNATES

Organizational policy regulating the election of delegates to Delegate Assembly is specified in the *NASW Bylaws*, Article V and in the *Standards for NASW Nomination and Elections* guidelines. Delegates and Alternates will be elected in accordance with those provisions.

B. COMPOSITION OF CHAPTER DELEGATIONS

The Chapter President shall serve as the Chapter's delegate to Delegate Assembly. The President-Elect shall serve as the guaranteed alternate for single delegate

Chapters, if there is a President-Elect in the year of the Assembly. In the event the President or President-Elect is unable to participate as a delegate, the Chapter Board of Directors shall select one of its members as the Chapter's delegate.

The Chapter Executive Director shall represent the Chapter as a non-voting delegate.

C. DELEGATE TERM OF OFFICE

With the exception of the President or President-Elect, delegates and alternates shall be elected for three-year terms beginning two years before the Delegate Assembly.

D. ALTERNATE AND REPLACEMENT DELEGATES

The Chapter President shall be an automatic delegate who, if unable to serve, shall be replaced by a member of the Board of Directors. Delegates and alternates must be elected to represent the Chapter. Members of the Board of Directors can replace delegates only if elected delegates are unable to attend the Assembly. Such elected or appointed delegates must maintain the Chapter's Delegate Assembly Affirmative Action goals.

ARTICLE IX COMMITTEES AND TASK FORCES

All committee and task force members must adhere to all existing standards, requirements, guidelines, Code of Ethics and bylaws of NASW and the Vermont Chapter. All committees, either mandated, elected, or appointed may not act autonomously and all policies, procedures, votes, decisions and actions are subject to review, approval and/or recall by the Vermont Chapter Board of Directors.

A. MANDATED COMMITTEES

The following committees are mandated by NASW:

1. **Executive Committee-** as defined in Article VI of these bylaws.
2. **Nominations and Leadership Identification Committee-** as defined in Article VII of these bylaws and the *Standards for NASW Chapter Nominations and Elections*. The committee shall be composed of four (4) elected members from at least two (2) different geographical areas of the state. One-half of its members will be elected every year. They shall not be members of the Board. All activities will be in accord with the Affirmative Action guidelines of NASW, the Vermont Chapter standards and the Code of Ethics.
3. **Committee on Ethics-** as defined in the NASW Procedures for Professional Review and the Professional Review Technical Aids. The committee shall be composed of five (5) members from at least two (2) different geographical areas

of the state, appointed by the President with the advice and consent of the full Board. One of the five members being the Chair, appointed by the President with the advice and consent of the full Board. The committee shall be responsible for hearing and determining complaints filed in accord with the association's policy on professional review. The committee may convene local panels to conduct hearings.

4. **Finance Committee-** Either a separate Finance Committee shall be appointed or the Chapter's Executive Committee will act as the Finance Committee. The Board Treasurer shall Chair the Finance Committee if the Chapter establishes one.

B. OTHER COMMITTEES AND TASK FORCES

The Chapter Board of Directors may establish and dissolve standing committees and/or task forces as may be required, to fulfill the goals and purposes of the association and the Chapter. The President, subject to committee consultation and approval of the full Board, shall appoint Chairs of such committees. These committees and task forces are accountable to the Board of Directors in all manners.

C. COMMITTEE AND TASK FORCE MEMBERSHIP

In making appointments, the President and the Board of Directors should give consideration to members' competence, geography, gender, ethnicity, sexual orientation, experience and unit recommendations. NASW membership in good standing is a requirement for all committee appointments.

ARTICLE X UNITS

A. STATEMENT OF INTENT

The Chapter may establish geographic units in order to encourage the maximum possible membership participation. If established, unit activities shall be consistent with association purpose, policies, procedures and bylaws.

B. PURPOSE OF UNITS

If established, units are geographically defined local units that serve the two-fold purpose of representation to the Chapter Board and implementation of programs locally. The Chapter Board of Directors has the responsibility to create, review and restructure units as necessary. If established, units shall have direct representation on the Chapter Board of Directors through the election of Board representatives elected by the members of the unit. Unit Chairpersons will represent the interests of their unit's members to the Board of Directors and communicate Chapter Board processes and decisions to their unit membership. If established, units are responsible in their areas for Chapter program implementation activity as developed by the Board of

Directors.

C. SPECIAL INTEREST GROUPS

Any group of members of a Chapter may at any time petition the Board to be recognized as a sub-unit of the Chapter for the purpose of carrying on program activities and may receive Chapter funds to support such activities.

D. OTHER UNITS

Other units may be developed or recognized to further the Chapter's programs.

ARTICLE XI STAFF

A. PERSONNEL PRACTICES

Chapter personnel practices are regulated by the *Personnel Standards for NASW Chapters* adopted by the National Board of Directors.

B. CHAPTER RESPONSIBILITIES AND AUTHORITY FOR STAFF

1. The Chapter Board of Directors shall be responsible for the oversight of staffing arrangements as may be required to provide for the conduct of the Chapter's business.
2. The Chapter Board of Directors, in consultation with the National office, shall employ an Executive Director who, in line with established personnel policies and practices, shall have the authority to employ, assign, detail and release all other staff of the Chapter in compliance with Chapter standards established by NASW.

Staff may not run for Chapter elected office for two (2) years after termination of Chapter employment.

ARTICLE XII FINANCE

A. CHAPTER FINANCES

Funds shall be provided to promote the programs of the Association through the Chapter in the following manner:

1. Direct rebates in accordance with National Bylaws, Article XVI- Dues and Other Income.
2. Supplemental grants at the discretion of the National Board of Directors.

3. Funds raised by the Chapter in accordance with accepted procedures of the association.
4. Chapters may not establish 501c(3) accounts, nor give tax receipts for any donations. This must be referred to the NASW Foundation.

B. CHAPTER FINANCIAL AFFAIRS

The Vermont Chapter Board of Directors shall arrange for the careful stewardship of the financial resources by providing the following:

1. A Chapter bank account that conforms to the requirements specified in the *NASW Standards for Chapter Operations*. No branch or other unit shall have an ongoing bank account. The Chapter may open local bank accounts for the use of branches or other units.
2. A Chapter budget prepared prior to the beginning of each program year (July 1-June 30) that reflects the Chapter's anticipated program expenses for the year.
3. The preparation and distribution of financial reports to the Board of Directors at least quarterly. A year-end financial report shall be sent to the National office; and a summary of this report shall be made available to Chapter members.
4. An independent audit by a Certified Public Accountant is required annually and must be forwarded to the National office by a specified date.
5. The Chapter will develop a financial policy defining budgeting and reporting requirements, staff role in fiscal management, the reimbursement for allowable Chapter leadership and staff expenses, investment policies, and policies related to reserve funds through the *Policy Governance* manual.
6. The Chapter will adhere to financial management guidelines approved by the National Board of Directors.

ARTICLE XIII POLITICAL ACTION COMMITTEE

The Chapter's political action committee will conform to applicable state and federal laws and regulations. The Chapter will obtain prior review and approval from National for its political action committee's bylaws before they become effective.

ARTICLE XIV BYLAWS AMENDMENTS

The Chapter's bylaws may be amended by a vote of two-thirds of the Board of Directors representing fifty (50) percent of the Director-at-Large representatives in

attendance at a regularly called meeting, provided that the proposed bylaw amendment(s) have been published and distributed or placed on the Chapter's website to members at least three (3) weeks prior to the meeting.

Implementation of an approved bylaw(s) amendment depends upon approval by the NASW Board of Directors' sanctioning process.

ARTICLE XV DISSOLUTION

Should the Vermont Chapter "cease to exist," any assets must be disposed of in accordance with the bylaws of NASW and the laws of the State of Vermont.