

ARTICLE I: Name

The name of this organization shall be the Kentucky Society for Clinical Social Work, Inc.

ARTICLE II: Purpose and Objectives

The mission of the Kentucky Society for Clinical Social Work shall be to advocate for and promote the practice of clinical social work in the Commonwealth of Kentucky.

The purpose of this organization shall be to advance and promote the practice of clinical social work by:

- A. Strategic planning that will be sequentially updated every five (5) years and guide the work of the organization in the following areas:
- B. The promotion of professional standards and qualifications of social workers that practice in a variety of clinical settings.
- C. The advancement of the professional status and roles of clinical social workers in private and public practice environments throughout the Commonwealth.
- D. The advocacy for changes in public policies affecting the practice of clinical social work.
- E. The promotion and development of continuing education programs and clinical supervision services particularly in underserved areas of the Commonwealth.
- F. The promotion of consumer education concerning mental health services and of the specialized skills of clinical social work psychotherapists.
- G. The promotion of diversity within the profession.

ARTICLE III: Membership

Section 1. Categories of Membership: The membership of this corporation shall consist of five (5) categories, the designations and requirements of which are as follows:

- A. GENERAL MEMBERSHIP, (LCSW) Any social worker who holds a valid Kentucky State License for the independent practice of clinical social work shall be eligible for membership in the Society as a general member.
- B. ASSOCIATE MEMBERSHIP, (BSW, MSW, LSW) Any social worker holding a Master's Degree from an accredited school of social work shall be eligible for membership in the society as an associate.
- C. AFFILIATE MEMBERSHIP, (other professionals) Persons who possess an undergraduate degree in social work or a master's degree in a mental health discipline from an accredited college or university and who support the purposes and goals for the Society shall be eligible for membership in the Society as an affiliate.
- D. STUDENT MEMBERSHIP, Any student in an accredited graduate school of social work shall be eligible for membership in the Society as a student.
- E. EMERITUS MEMBERSHIP, Any Fellow in good standing who has retired from active clinical social work professional practice shall be eligible for emeritus membership in the Society. Dues are waived for emeritus members.

Section 2. Privileges and Obligations

- A. All members whose dues are current shall be considered to be in good standing and shall be entitled to one vote on each matter submitted to the vote of the membership. General and Emeritus members may be elected to office, and may chair and serve on all committees of the Society.
- B. Associate, Student and Emeritus members may serve on committees of the Society and may attend all Society meetings.
- C. Affiliate members may attend all Society meetings and may attend Board and/or committee meetings by invitation.
- D. The By-laws will be available to members via the kscsw.org website. A paper copy will be available upon request.
- E. Members of every category are responsible for the payment of applicable membership dues.

Section 3. Applications and Renewal of Membership

- A. The Membership Committee, along with Executive Assistant or Director shall have the responsibility to evaluate each application. Candidates shall be notified in writing (Neon/email) immediately.
- B. Applicants shall be required to join at the highest membership category for which they qualify, and provide social work license number.
- C. Annual membership renewal shall occur automatically upon payment of dues to the Kentucky Society. Reassessment of the category of membership shall occur at that time.
- D. All applicants who meet the criteria for membership are accepted without discrimination as to age, race, gender, sexual orientation or national origin.

Section 4. Termination of Membership

- A. Membership in the Society is contingent on adherence to the Clinical Social Work Association Code of Ethics.
- B. Any member may resign from membership by submitting a written resignation to the Secretary of the Board. Such resignation shall not relieve the member from obligation to pay past dues.
- C. Any member of the Society may be terminated for non-payment. Members will be notified within thirty days of their renewal date. Reinstatement may occur with payment of dues.
- D. Any person whose membership has been terminated shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for a period of dues payment.

ARTICLE IV: Board of Directors

Section 1.

A Board of Directors that is elected by the membership shall govern the Society. The Board of Directors shall be composed of the six (6) officers of Society as defined in Article V, the chairs of all standing committees, and one (1) at-large director for every twenty (20) members, or fraction thereof. Two at-large positions may be held by General or Associate members who are actively pursuing supervision for licensure and work in clinical practice. One position may be held by a graduate student board member. Nominations and terms of office will follow the same protocol as for other board positions. This position will not include voting privileges. Student nominees must be enrolled and with a letter of recommendation from a faculty advisor in an accredited graduate program for social work in the State of Kentucky. Student members will be expected to serve on at least one committee. Student members will not have voting privileges or serve as Board Officers.

Section 2. Nominations and Terms of Office

- A. The President, Secretary, Treasurer, and At-Large Directors shall serve a term two (2) years. Terms shall coincide with Society's fiscal year, with Directors taking office July 1.
- B. The President-Elect and Past President shall serve in their capacities for one-year terms. The President-Elect, who will succeed the President at the end of that officer's term, will be elected at the end of the President's first year of office.
- C. Elections for President, Treasurer and two At-Large Directors shall occur in even-numbered years. By April 15 of each year, the Nominating Committee shall call for nominations from the membership, such nominations to be submitted by May 15.
- D. The Nominating Committee will convene annually, in person or via Neon/email, for the purpose of nominating directors and shall consist of the Past President and all standing committee chairs. The Nominating Committee shall develop a slate of Director nominees and shall distribute information on nominees and ballots to all the Society's members not later than the first week of June. Election shall be by e-mailed or posted proxies with election defined by a plurality of votes held by the leading candidates. All proxies shall be dated or postmarked not later than fourteen (14) days following the distribution of ballots. Should the nomination process result in a single slate, submission of the slate to the membership becomes unnecessary; the Board of Directors shall declare an election by a seventy-five percent (75%) majority vote of the Board.

Section 3. Duties of the Board of Directors

- A. To meet as many times as deemed necessary by the President to transact the business affairs of the Society. Meeting of the Board of Directors may be called by two-thirds of the Board of Directors.
- B. To report to the Society all business or matters which the Board of Directors deems proper.

- C. To establish and interpret policies and procedures pursuant to the objectives of the Society.
- D. To establish membership dues and to manage financial resources of the Society.
- E. To make interim appointments in Directorships or to fill vacancies in office.
- F. To recognize and honor members who make outstanding contributions in clinical practice, social work education, publication and/or advancement of social work as a profession, upon consideration of the recommendations of any members of the Society.

Section 4. Emeritus Board Members

Emeritus Board Members are former KSCSW board members who have made significant and longstanding contributions to the organization and have been invited to serve KSCSW by offering historical context, mentorship, and continuity to current board members. Emeritus board members participate in meetings and discussions only on an as-needed basis to provide institutional memory and guidance for the KSCSW board. Creating an emeritus board member position supports KSCSW's strategic planning priority pertaining to board sustainability and growth: *The Board will nurture and advance a thriving and growth-focused Board of Directors.*

- A. Eligibility
 - a. Emeritus board members must be a KSCSW member, must have served a full term(s) as a KSCSW board member, and have demonstrated commitment, leadership, and longstanding contributions to KSCSW.
- B. Nomination Process
 - a. Current KSCSW board members may nominate an individual for Emeritus board member status, providing an explanation why the individual is an appropriate candidate for emeritus status. Emeritus nominees must receive a majority vote from the KSCSW board members. Voting can occur at board meetings or via email. Nominations can occur as needed and are not restricted to the standard KSCSW board member nomination cycle.
- C. Roles and Responsibilities
 - a. Provide historical knowledge and guidance to the Board as requested
 - b. Attend board meetings on an as-needed basis to participate in discussions and provide input and counsel
 - c. May serve on committees in an advisory role, may attend board retreats, celebrations, or planning sessions as appropriate
 - d. Leverage networks to assist with fundraising and events as needed
 - e. Represent KSCSW in the community and promote its mission
 - f. Serve as an advocate for KSCSW

- g. Emeritus members are not obligated to attend board meetings regularly; therefore, they will not have voting rights and will not be counted toward the board quorum
- h. Emeritus status is granted for a term of 2 years and may be renewed

ARTICLE V. Officers: Terms and Duties

Section 1. Officers

The Officers of the Society shall be: (a) President, (b) President-Elect, (c) Secretary, (d) Treasurer, (e) Past- President, and (f) Executive Director/Assistant (ex-officio).

Section 2. Nominations and Terms of Office

The Officers shall be nominated and serve terms of office as specified in Article IV, with the exception of the Executive Director/Assistant who serves in a paid capacity.

Section 3. Duties of the President

The President:

- A. Shall be Chairperson of the Board of Directors, preside at all general Society meetings, and shall perform such other duties as ordinarily pertain to the Office.
- B. Shall call regular and special meetings.
- C. Shall appoint the Chairperson of the standing and all other necessary committees except as otherwise provided, subject to the approval of the Board of Directors.
- D. Shall make interim appointments to fill vacancies in an elected office with the approval of the Board of Directors.
- E. Shall appoint the Society representative to the Clinical Social Work Association.
- F. Shall have the authority to make contracts with the approval of the Board.

Section 4. Duties of the President-Elect

The President-Elect:

- A. Shall discharge the duties of President when the President is unable to act.
- B. Shall carry out duties assigned by the President with responsibility in a significant area of need, including but not limited to, chairing the Program Committee or administrative support of the Standing Committees.

Section 5. Duties of the Secretary

The Secretary:

- A. Shall record and keep the permanent minutes of General Membership and Board of Directors meetings. Minutes shall be stored on file in Dropbox or online storage after they have been approved.

- B. Shall act as or appoint a temporary Chairperson in the absence of both the President and the President-Elect.

Section 6. Duties of the Treasurer

The Treasurer:

- A. Shall submit the annual plan and budget proposal to the Board for approval. The approved budget will authorize the Treasurer and/or the Executive Director/Assistant to expend funds.
- B. In coordination with the Executive Director shall collect dues, receive monies payable to the Society, pay all bills, and expend these monies in accordance with the fiscal policies and budget established by the Board.
- C. All expenditures by the Board shall be approved by majority vote and recorded in the minutes.
- D. Shall present written financial reports at least quarterly. This shall be done at Board meetings or by e-mail to the members of the Board of Directors.
- E. Shall serve as Chairperson of the Finance Committee (when needed) with responsibility to enact and administer disbursement policies and procedures under direction of the Board.
- F. Shall file all necessary tax documents.

Section 7. Duties of the Treasurer

The Treasurer-Elect:

- A. Shall discharge the Treasurer's duties when the Treasurer is unable to act.
- B. Shall carry out duties assigned by the Treasurer with responsibility in a significant area of need, including but not limited to Chairing the Finance Committee with the responsibility to enact and administer the disbursement of policies and procedures under the direction of the Board.

Section 8. Duties of the Past-Treasurer

The Past-Treasurer:

- A. Shall serve in an advisory role to the Treasurer for one year.

Section 9. Duties of the Past-President

The Past-President:

- A. Shall serve in an advisory role to the Board of Directors.
- B. Shall serve as chairperson of both the Governance and Nominating Committees.

Section 10. Duties of the Executive Director OR Executive Assistant

The Executive Director:

- A. Shall serve as the Chief Operating Officer of the Society.
- B. Shall be paid a stipend agreed upon the Board for duties performed.
- C. Shall be a non-voting officer of the Board.
- D. Shall have all the powers necessary for the general management and, in conjunction with the President, direction of the business of the Society and all

powers ordinarily exercised by the Chief Operating Officer of a non-profit association.

- E. Shall have the a) authority to sign and execute, in the name of the Society, contracts or other instruments previously authorized by the Board of Directors, and shall b) coordinate with the Treasurer to annually prepare a full and true statement of the affairs of the Society.
- F. Shall perform such other duties as agreed upon by the Executive Director, the Present, and the Board of Directors.

The Executive Assistant:

- A. Shall have duties B, C, D, E (b) and F of the Executive Director
- B. JOB DESCRIPTION HERE

Section 11. Succession of Officers

The President-Elect shall succeed to the office of the President for the balance of the unexpired term in the event the President is unable to fulfill the term of office to which elected. Should the President-Elect be unable to assume responsibility for completing the term of office, a special election shall be held. In the event any other officer is unable to fulfill the term of office to which elected, the President, with the approval of the Board of Directors, shall appoint a full Member in good standing to that office.

Section 12. Recall of Directors

Directors may be recalled at the discretion of the Board of Directors. Non-attendance at one third of regular or special Board meeting within a fiscal year shall be deemed clear cause for removal from the Board. Requests for exceptions must be submitted in writing to the board and will be considered on a case-by-case basis. A Board member who for work or personal reasons, such as family illness who may miss more than three (3) meetings per year, may request a leave of absence. The President with Board Approval could appoint a member in good standing on or off the Board to fill a temporary vacancy. Notice of non-attendance shall be mailed to the member after three (3) absences. The officer removed from office above must relinquish all papers, documents and other paraphernalia pertaining to the office at the time of recall. Removal from office shall not constitute further disqualification from the full privileges and responsibilities of membership in Society.

Section 13. Shared Responsibility Statement

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ARTICLE VI: Committees

Section 1. Standing Committees

The President shall appoint Chairpersons of the Standing Committees, except as otherwise herein provided, with the approval of the Board of Directors, for terms of

two (2) years. The Chairperson of each committee may appoint committee members except as otherwise herein provided. The Standing Committees shall be:

- A. Program/Education Committee The Program/Education Committee shall implement the objective of the Society to provide continuing education and training in the form of conference and programs for the membership. The committee shall consist of at least one (1) Director appointed by the Board of Directors and shall include other members as needed. The chairperson shall be or shall delegate responsibility for implementing programs at regular membership meetings.
- B. Membership Committee. The Membership Committee shall be composed of at least one (1) Director appointed by the Board of Directors and shall include other members as needed. The Membership Committee along with EA/ED:
 - a. Shall review and approve or reject candidates applying for membership and notify candidates in writing within a week.
 - b. Shall provide new members with information concerning the Society's functions and activities and assign new members to committees.
 - c. Shall notify Treasurer as to the dues classification of all new members.
 - d. Shall maintain a roster of members and shall notify the membership of the names of new members not less than annually.
 - e. Shall coordinate recruitment of new members.
- C. Advocacy (formerly Legislative/ Public Policy) Committee. The Advocacy Committee shall review legislative, executive and judicial proceedings bearing on the practice of clinical social work. The Committee shall educate the Board and the membership and shall make recommendations regarding corporate or individual actions to educate legislators or others about clinical social work perspectives.
- D. Governance Committee. The Governance Committee shall be chaired by the Past President and shall work to strengthen board governance. The Governance Committee:
 - a. Shall plan for and oversee implementation of the Society's strategic plan
 - b. Shall plan and provide orientation to new board members
 - c. Shall assess and strengthen member engagement with the Board in cooperation with Membership
 - d. Shall cultivate and recruit board leadership in cooperation with other committees
 - e. Shall support and oversee committee structure
- E. Finance Committee. The Finance Committee shall comprise the executive leaders (e.g., President, President-elect, **Past-President, Executive Director, Secretary, Treasurer, and Treasurer-elect**) and help KSCSW with fiduciary responsibilities. The Finance Committee:
 - a. Shall conduct a quarterly review of the working budget.
 - b. Shall conduct a year-end revenue of the working budget.

- c. Shall adjust the subsequent annual budget to ensure the sustainability of KSCSW.
- d. Shall present the subsequent annual budget to KSCSW board members for a vote before the start of the new fiscal year.

Section 2. Special Committees

The President shall appoint chairpersons of Special Committees with the approval of the Board of Directors for terms of two (2) years to coincide with terms of officers of the Society. The Chairpersons of each committee may appoint committee members from the general membership.

ARTICLE VII: Board Meetings

Section 1. Quorum

Board members present and those sending proxies after having been notified fifteen (15) days in advance of the meeting shall constitute a quorum.

Section 2. Proxies

The members of the corporation may vote by proxy in the same manner as shareholders in corporations in the Commonwealth of Kentucky that are nonprofit organizations. A member's proxy shall be invalidated by the presence of said member at the meeting for which the proxy was made.

Section 3. Meetings

The Board shall have at least one business meeting for the total membership each year. Other meetings may be scheduled at the discretion of the Present or of the Program/Education and Advocacy Committees.

Section 4. Notification of Meetings

Written notification of business meetings shall be mailed to all members at least ten (10) days in advance, either electronically or by posted mail.

ARTICLE VIII: Amendments

Section 1.

Amendments to these By-laws may be proposed by (a) or (b) as follows:
(A) A two-thirds (2/3) vote of the Board of Directors; or
(B) The signatures of not less than twenty-five percent (25%) of the total membership.

Section 2.

The proposed Amendments shall be presented in writing to the membership and voting shall be by email ballot. All ballots must be dated not later than thirty (30) days after the date of mailing to the membership in order to be counted.

Section 3.

A two-thirds (2/3) majority of those voting shall be required for passage of an amendment.

Section 4.

The proposed amendment shall become effective immediately upon passage unless otherwise herein provided.

ARTICLE IX: Position on Public Policy Issues**Section 1. Society Support of Issues**

The Society may support a position on any major public policy issue. A majority vote of the Board of Directors is required.

Section 2. Individual Support of Issues

No individual member shall speak for the Society on any issue or policy until such time as the Board of Directors or the President shall have designated them to do so.

ARTICLE X: Parliamentary Procedure**Section 1. Questions of Order**

All questions of order not provided for in these bylaws shall be determined by parliamentary usage as found in Robert's Rules of Order Simplified and Applied, Second Edition, 2001.

Section 2. Precedence of Bylaws

These By-laws, as adopted, shall supersede all other previous constitutions and amendments adopted by the Kentucky Society for Clinical Social Work.

The above By-Laws were amended and adopted by the Board of Directors on May __, 2018.

Mia Perry, Secretary