

BYLAWS: SOUTH DAKOTA CHAPTER, NASW
Revised June, 2013

ARTICLE I – NAME

The name of the organization is the South Dakota Chapter, National Association of Social Workers.

ARTICLE II – PURPOSE

- A. The South Dakota Chapter is constituted to advance the purposes of the National Association of Social Workers in South Dakota and is a basic administrative unit of the National Association of Social Workers. The South Dakota Chapter program and structure shall be designed to encourage and facilitate participation by the members. The program of the South Dakota 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 in the South Dakota Chapter.
- B. The purposes of the South Dakota 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 rights and privileges, are specified in Article III of the NASW Bylaws.

All NASW members in the geographic area of South Dakota shall automatically be members of the South Dakota Chapter. A NASW member may elect to affiliate with the chapter where he/she lives or work. In special circumstances, as determined by the National Board of Directors, a member may elect to affiliate with a chapter within which a member neither lives nor works.

ARTICLE IV – OFFICERS

- A. The officers of the South Dakota Chapter are the President, Vice-President, Secretary, Treasurer, President-Elect, and other officers deemed necessary for chapter operations.

All officers shall automatically be members of the board of Directors of the South Dakota Chapter and assume the following responsibilities.

B. DUTIES

1. **PRESIDENT**: Presiding officer of the Board of Directors and Executive Committee; 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. **VICE-PRESIDENT**: The Vice-President fulfils 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 responsibilities of the office.
3. **SECRETARY**: The Secretary is responsible for the transcription (minutes) of all meetings of the Board of Directors and Executive Committee and for all non-fiscal records of the chapter.
4. **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. The Treasurer serves at the Finance Committee chairperson
5. **PRESIDENT-ELECT**: The Chapter President shall be elected one year in advance of assuming duties of the Chapter Presidency. This person is called the President-Elect.

C. TERMS OF OFFICE

The Officers are elected by the Chapter membership. Chapter officers, except the President-Elect, shall serve terms of two years unless increased to three years by vote of the Board of Directors. Officers may not succeed themselves in the same office.

No member shall serve more than a total of six (6) consecutive years of service on the Board. Terms as President-Elect do not count in the consecutive years' prohibition.

The President-Elect shall be elected one year in advance of his or her assumption of duties of the office of Chapter President.

In the event of a vacancy in the office of President-Elect, the chapter shall either:
a) offer the position to the nominee receiving the next largest number of votes in the chapter election; or b) provide for a special election to the office of President-Elect.

D. VACANCIES

Vacancies, with the exception of President and President-Elect, occurring before the expiration of the terms of office shall be filled by appointment by the Board of Directors and persons so chosen shall serve until the term for that position expires.

ARTICLE V – BOARD OF DIRECTORS

A. POWERS

The South Dakota Chapter Board of Directors exercises all powers of the Chapter specified in the National NASW Bylaws, or otherwise delegated by the National NASW Board of Directors.

B. COMPOSITION

The Board of Directors shall consist of the following members:

- 1) The officers and President-Elect.
- 2) Five members elected by their regional units as representatives to the Board of Directors
- 3) Three Student representatives, elected by their school, from each of the three social work programs in the state. In the event that another program may be introduced in the state, the Board of Directors may vote to add a representative from that school.

C. TERMS OF OFFICE

- 1) The term of office shall commence July 1st.for a term of two years unless increased to three years by vote of the Board of Directors, except student members shall serve one-year terms. No member shall serve more than a total of six (6) consecutive years of service on the Board.
- 2) In the event of two year terms, half of the officers and 50% of the regional unit directors shall be elected in one year, and the remaining officers and 50% of the regional unit directors shall be elected in the other years.

In the event of three year terms, one third of the officers and one-third of the regional unit directors shall be elected every third year, except the first officers and board members who may be scheduled to serve terms of less than three years to permit an orderly establishment of the three year term provisions.

D. DUTIES

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

- 1) Developing programs reflective of the Delegate Assembly priorities and association major objectives, including annual budgets supporting program implementation.
- 2) Establishing and dissolving committees and task forces based on South Dakota Chapter program and administrative needs.
- 3) Developing chapter policies within the framework of NASW public, professional and organizational policies.
- 4) Creating, restructuring, reviewing and determining the level of support for all local units of the Chapter within national standards.
- 5) Representing the South Dakota Chapter in the community to maintain its relationship with other organizations.
- 6) Hiring and annually evaluating the performance of the Executive Director.
- 7) Overseeing the fiscal viability of the chapter, including development of fiscal policies, adopting an annual budget, publishing an annual financial report to the membership and obtaining an annual audit.
- 8) Developing and implementing membership recruitment and retention programs.
- 9) Evaluating and appraising of operations relative to achieving association and chapter objectives.
- 10) Reviewing the Chapter's organizational pattern after each Delegate Assembly to assure relevant structure.
- 11) Reviewing and resolution of inter-organizational issues and problems.
- 12) Participating in Board meetings.
- 13.) Overseeing all other business necessary to fulfill the chapter's purposes.

E. MEETINGS

- 1) The Board of Directors shall meet at least four times annually. Meetings may be face-to-face, electronic, or by conference call. Time and notice of each meeting shall be given to all members.
- 2) Special meetings of the Board may be held at the call of the President or by petition of 33% of the Board. A two-week notice for special meetings is needed unless right to notice is waived by 75% of the Board of Directors.

F. QUORUM

A simple majority of the Board of Directors constitutes a quorum for the transaction of all business.

G. PROXY VOTING

Voting by proxy is not allowed

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.

C. TERM OF OFFICE

Executive Committee members, being Board officers, will serve terms consistent with their term on the Board.

D. DUTIES

Between Board of Directors meetings, the Executive Committee has the powers of the Board of Directors within general policies, programs, budget and specific directions established by the Board of Directors, except that decisions regarding the employment status of the Executive Director are reserved for the full board.

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

Nomination 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 National NASW Code of Conduct and Conflict of Interest Statements.

Nonattendance by Board members at three consecutive meetings of the Board of Directors and nonattendance by officers at three consecutive Executive Committee meetings and/or Board of Director 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

Policies regulating the election of delegates to Delegate Assembly is specified in National Bylaws, Article V, and in the Standards for NASW Nomination and Election. Delegates and alternates will be elected in accordance with those provisions.

B. COMPOSITION OF CHAPTER DELEGATION

- 1) The Chapter President shall serve as the Chapter's first delegate to Delegate Assembly. In the event the President is unable to participate as a delegate, the Chapter Board of Directors shall select one of its members as the chapter's first delegate.
- 2) The Chapter President-elect shall serve as the guaranteed alternate, for single delegate chapters, or as the second delegate if a chapter is entitled to more than one delegate.

- a) If Delegate Assembly occurs when there is no President-Elect, the Chapter shall conduct an election to secure an Alternate. The candidate with the highest vote shall be the alternate.

3) The Chapter Executive Director shall represent the chapter as a non voting delegate.

C. ALTERNATE AND REPLACEMENT DELEGATES

Should the president, president-elect or elected alternate be unable to attend the Delegate Assembly, the Board of Directors may appoint a replacement delegate. Such appointments should be made as follows:

- 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.
- 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 requirements, if there are any.

D. 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.

ARTICLE IX – COMMITTEES AND TASK FORCES

A. MANDATED COMMITTEES

Mandated Committees are:

- 1) **Executive Committee** as defined in Article VI of these bylaws;
- 2) **Nominations and Leadership Identification** as defined in Article VII of these bylaws and the Standards for NASW Chapter Nominations and Elections.
- 3) **Committee on Ethics** as defined in the NASW Procedures for Professional Review and the Professional Review Technical Aids. The Committee on Ethics shall be composed of five persons appointed by the President with the advice and consent of the Board of Directors. from at least 2 different regional units, who shall be responsible for

hearing and determining complaints filed in accord with the Association's policy on professional review. The Committee on Ethics may convene local panels to conduct hearings.

- 4) **Finance Committee:** The Chapter's Executive Committee will act as the Finance Committee.

B. OTHER COMMITTEES AND TASK FORCES

The Chapter Board of Directors may establish and dissolve standing Chapter committees and task forces based on the Chapter's program and administrative needs. These committees and task forces are accountable to the Board of Directors in all matters.

C. COMMITTEE AND TASK FORCE MEMBERSHIP

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

ARTICLE X – REGIONS

A. STATEMENT OF INTENT

The South Dakota Chapter encourages the maximum possible membership participation through its local regional units.

Regional units' activities shall be consistent with Association purpose, policies, procedures and bylaws.

B. PURPOSE OF REGIONAL UNITS

- 1) Regional units are geographically defined local units that serve the two-fold purpose of representation to the Chapter Board and implementation of programs locally.
- 2) The South Dakota Chapter shall be structured into five regional units, with one representative each, two in the Sioux Falls District, for the purpose of serving as NASW-SD Board Members, as defined below:
 - a) Southeastern region
 - b) Northeast region
 - c) Central region
 - d) Western region
 - e) Sioux Falls Area Region – **(two representatives)**

- 3) The South Dakota Chapter shall be structured into two regional units for the purpose of serving as NASW-SD Nominations and Leadership Identification Committee, as defined below:
 - a) West River – One Representative
 - b) East River – Two Representatives
- 4) NASW-SD Nominations and Leadership Identification Committee members shall serve as Ex-Officio members of the NASW-SD Board of Directors.
- 5) The Chapter Board of Directors has responsibility to create, review and restructure regional units as necessary. Regional units shall have direct representation on the Chapter Board of Directors through the election of Board representatives elected by the members of the regional 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. Units are responsible in their areas for Chapter program implementation activity as developed by the Board of Directors.

- 6) Other Units
Other Units may be developed or recognized to further the Chapter's program.

C. SPECIAL INTEREST GROUPS

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

ARTICLE XI – STAFF

A. PERSONNEL POLICIES

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

The Board of Directors of the South Dakota Chapter shall be responsible for the oversight of staffing arrangements as may be required to provide for the conduct of the Chapter's business.

The Board of Directors of the South Dakota Chapter, in consultation with the National Office, shall appoint 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.

ARTICLE XII – FINANCE

A. CHAPTER FINANCES

- 1) Funds shall be provided to promote the programs of the Association through the South Dakota Chapter in the following manner:
 - a) Direct rebates in accordance with national NASW Bylaws, Article XVI - Dues and Other Income.
 - b) Supplemental grants at the discretion of the NASW Board of Directors.
 - c) Funds raised by the South Dakota Chapter in accordance with accepted procedures of the Association.
 - d) Chapters may not establish 501 c(3) accounts, nor give tax receipts for any donations. This must be referred to the NASW Foundation.

B. CHAPTER FINANCIAL AFFAIRS

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

- a) A Chapter bank account that conforms to the requirements specified in the NASW Chapter Standards. No regional units shall have ongoing bank accounts. The South Dakota Chapter may open local bank accounts for the use of its units.
- b) Chapter budget prepared prior to the beginning of each program year (July 1-June 30) that reflects the Chapter's anticipated program for the year.
- c) The preparation and distribution of financial reports to Board of

Directors at least quarterly. A year end financial report shall be made available to chapter members.

- d) An independent audit by a certified public accountant is required annually and must be forwarded to the National Office by a specified date.
- e) The South Dakota Chapter will develop a financial policy defining budgeting and reporting requirements, the staff role in financial management, the reimbursement for Chapter leadership and staff expenses, investment policies and policies related to reserve funds in the Chapter.
- f) The South Dakota Chapter shall adhere to financial management guidelines approved by the National NASW Board of Directors.

ARTICLE XIV – POLITICAL ACTION COMMITTEES

The South Dakota Chapter’s political action committee will conform to applicable state and Federal laws and regulations.

The South Dakota Chapter will obtain prior review and approval from the National Office for its political action committee’s bylaws before they become effective.

ARTICLE XV – AMENDMENTS

A) Bylaws Amendments

The South Dakota Chapter bylaws may be amended by a vote of two-thirds of the Board of Directors representing fifty percent (50%) of the regional units in attendance at a regularly called Board meeting, provided that such proposed bylaw amendment(s) have been published and distributed to chapter members or placed on the chapter Web site at least three weeks prior to the meeting.

Implementation of an approved bylaw amendment depends upon approval by the National NASW Board of Directors sanctioning process.

