



COUNCIL ON SOCIAL WORK EDUCATION

Council on Social Work Education
333 John Carlyle Street, Suite 400, Alexandria, Virginia 22314
Proposed BYLAWS

Original bylaws approved at Constitutional Convention on January 28, 1952. Amended by action of the House of Delegates on January 29, 1964; January 23, 1968; January 23, 1970; April 18, 1972; March 3, 1977; March 3, 1978; March 13, 1980; March 12, 1981; March 17, 1983; February 17, 1985; March 12, 1986; and March 7, 1989. Amended by membership referendum on April 30, 1993; January 4, 2005; June 23, 2010; and June 26, 2018.

ARTICLE I: Name, Purpose, and Governance Structure

Section 1. Name. The name of this Corporation shall be the Council on Social Work Education, Inc. (hereinafter, “CSWE”).

Section 2. Purpose. The purpose of CSWE is to provide national leadership and collective action designed to ensure the preparation and continued growth of competent and committed social work professionals. This includes promoting and maintaining the quality of social work educational programs and stimulating the development of knowledge, practice, and service effectiveness designed to promote social justice and further community and individual well-being.

Section 3. Governance Structure. The functions of CSWE shall be carried out through the Full Members, Board of Directors (“Board”), and such other committees, commissions, councils and/or task forces as may be established and authorized by the Board in accordance with the procedures set forth in these bylaws and the Board Policy Manual.

Section 4. Commitment to Diversity. CSWE adheres to the principle that diversity of persons, perspectives, and programs is a strength in governance of the organization. All aspects of the organization shall reflect the diversity of the profession and the diversity of those we educate and serve, including the diversity of levels and types of social work education programs.

ARTICLE II: Membership

Section 1. Members and Voting Rights. CSWE shall be composed of Full Members and Associate Members. Full Members shall consist of all faculty, staff and students associated with a program that has achieved accreditation or candidacy status by the CSWE’s Commission on Accreditation. (“Faculty” include full-time, part-time, tenure and non-tenure track faculty; “staff” include clerical and administrative staff, Field Directors, and Research Assistants; “students” include part or full-time; baccalaureate, master’s, certificate, and doctoral students enrolled at a program that is accredited, in candidacy status, or within a school that has an accredited program). Each accredited and candidacy program shall appoint two delegates for voting purposes; each program’s delegates will be recorded by CSWE. Programmatic delegates shall have the right to vote in elections, on proposed bylaws revisions, and on such other matters as the Board may determine. Any Full Member who ceases to meet the qualifications for Full Membership shall thereupon become an Associate Member without further action by the Board. Associate Members shall not have voting rights except on any CSWE commission, council, committee, or task force to which he or she may be elected or appointed.

Section 2. Membership Categories. Provisions for membership applications and dues shall be established by the CSWE Board. CSWE shall have the following membership categories.

A. Full Members.

- 1) Educational Program Members. Educational Programs Members consist of Faculty, Staff and Administrators, and students of undergraduate and graduate programs accredited by or in candidacy for accreditation by CSWE's Commission on Accreditation (COA).
 - a. Faculty include full-time, part-time, tenure and non-tenure track faculty
 - b. Staff include clerical and administrative staff, Field Directors, and Research Assistants
 - c. Students (part or full-time) enrolled in a program defined above.

B. Associate Members.

- 1) Emeritus. Emeritus Members consist of retired faculty members or administrators from CSWE accredited programs or programs in candidacy status and previous CSWE leadership.
- 2) Associate Organizations. Associate Organization Members consist of agencies, institutions, professional libraries and library associations, and other organizations interested in social work education.
- 3) Faculty, staff and/or students who are not part of a program accredited by or in candidacy with CSWE's COA.

Section 3. Termination or Suspension of Membership. Membership in CSWE shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Board. In addition, the Board may, by the affirmative vote of a majority of the Board at which a quorum is present, terminate a member's membership for one or more material violations of any provision of the CSWE bylaws, rules, policies, or any application provisions of the Virginia Nonstock Corporation Act ("Act"). Full Members who fail to meet the qualifications for Full Membership shall become Associate Members without further action of the Board. Termination of membership shall not extinguish such members' financial obligations, if any.

Section 4. Member Action

A. Voting. In all matters except as otherwise provided herein or by law, votes of the Full Members shall be as follows:

Each Full Member Program will designate two (2) individuals to serve as delegates to record each respective program vote. These votes will be weighted equally.

B. Annual Meeting. There shall be an annual membership meeting.

C. Notice. Notice of any meeting of the Full Members shall be given personally or sent to each Full Member by mail, overnight courier, or electronic mail not less than 10 days and not more than 60 days before the date set for such meeting, except as otherwise required under the Act, and must include the time, date, and place of such meeting. Notice of a special meeting shall also state the purpose for such meeting. Regular Member meetings shall be called by the Board.

D. Waiver. Full Members may waive notice of any meeting through attendance at such meeting or by signing a written waiver, delivered to the Secretary of CSWE, either before or after such meeting.

- E. Quorum. Five percent of the total CSWE Full Members, present in person or by proxy, shall constitute a quorum for the transaction of business on which a Full Member vote is to be taken at any meeting of the CSWE members.
- F. Manner of Acting. The vote of a majority of the Full Member delegates, provided that a quorum of the delegates participate in the vote, shall carry any Full Member action, except as otherwise provided by law. Full Member delegates are authorized to vote in person at a meeting, by proxy exercised by the Full Member delegates' designee at a meeting, or by ballot voting without a meeting in the election of individual Board members. Ballot voting outside of a meeting, except in the election of individual Board members, National Nominating Committee members or bylaws, shall not be authorized. As such, when voting on any matter except the election of individual Board members, National Nominating Committee members or bylaws, each Full Member delegate must either cast his or her vote in person at a meeting or designate another delegate, via a proxy, to vote on the delegate's behalf at a meeting.
- G. Proxy Voting. Any Full Member delegate may authorize another Full Member from the same program to cast his or her vote at a member meeting. Such authorization shall be signed by the respective Full Member delegate and submitted by mail, fax, or as an attachment to an electronic mail. In addition, the authorization may be returned without a written signature and submitted by other means of electronic transmission, such as by electronic mail or via an electronic voting site, if it can be reasonably determined that the vote was authorized. Such authorization may be evidenced, for example, by validating the Full Member delegate's birth date, member number, or other unique identifier.
- H. Special Meetings. Special meetings of the Full Members may be called with 60 days written notice by request of the majority of the Board or by written petition of ten 10% of the Full Members. Such written petition may be submitted by mail, fax, or electronic transmission, including e-mail, to CSWE. Each Full Member shall count equally for petition purposes.

ARTICLE III: Governance Structure

Section 1. Board of Directors

A. Responsibilities

The Board shall govern the affairs of CSWE and exercise all the powers, rights, and privileges of CSWE, subject to the provisions of law and these bylaws. The Board shall

1. annually review and approve the programs, plans, and budgets of CSWE, and hold all governance and program units accountable for their activities;
2. bear responsibility for monitoring and reporting annually to the membership on an affirmative action plan;
3. approve a schedule for membership dues;
4. decide whether to adopt the educational policies developed by the Commission on Educational Policy;
5. have authority to formulate specific policies necessary for oversight of the affairs of CSWE;
6. order and adopt priorities;

7. receive and review resolutions passed at annual membership meetings and report to the membership on actions taken on resolutions;
8. conduct an annual performance review of the President/CEO; and
9. meet at least two times a year.

B. Composition

The Board shall be composed of the officers of the Board, the CSWE President/CEO (ex officio nonvoting member), and 17 additional members consisting of

1. four program representatives, divided equally between the deans and directors of accredited undergraduate and graduate social work education programs;
2. four faculty members, divided equally between faculty members in accredited graduate social work education programs and faculty members in accredited undergraduate social work education programs;
3. one practice representative;
4. two non-social work educators appointed by the Chair and approved by the Board to represent interests of value to CSWE; and
5. one student representative per educational program type that is accredited by CSWE's COA (i.e., undergraduate, masters, etc.)
6. six chairs of the commissions, whether such commission is provided for in these bylaws or is created by resolution of the Board, as ex officio nonvoting members.

A minimum of 50% of the Board must be representative of the underrepresented groups as listed in the Diversity, Equity and Inclusion Policy Statement, dated September 10, 2021.. Diversity, Equity and Inclusion includes “ but is not limited to culture, race religion, age, sex, gender, sexual orientation, disability, and country of origin of people.”

- C. Officers and members of the Board shall be elected for 3-year terms. One-third of the Board members shall be elected each year. Officers and members of the Board who have served a full 3-year term may not serve more than two terms in the same position.
- D. The Board Chair will recommend new Board members for approval by the Board to fill any vacancy on the Board of Directors from the same constituency group that the vacating member represented. The said individual(s) shall hold office until the next scheduled election, at which time the vacant position shall be filled for the unexpired term by a vote of the full members.
- E. The positions of the officers and members of the Board, other than the President/CEO, who miss two successive meetings of the Board shall be declared vacant and filled as provided for in these bylaws.

Section 2. Officers

The officers shall be Chair, Chair-elect, Vice Chair/Secretary, and Treasurer.

A. Duties of Officers

1. The Chair shall preside at meetings of the membership, the Board, and the Executive Committee; enforce the bylaws; and make appointments to commissions, councils, and nonelected committees. The Chair serves ex officio on all commissions and committees except the Nominating Committee and those commissions and committees charged with responsibility for accreditation or other approval or certification of educational programs.
2. The Vice Chair shall perform the duties of the Chair in the absence or inability of the Chair to act. The Vice Chair will also serve as Secretary of CSWE.
3. The Secretary shall have such duties relating to oversight of the procedures, minutes, and records of CSWE and the bodies composing it as may be prescribed by the Board.
4. The Treasurer shall have such duties relating to the funds of CSWE as may be specified by the Board, including ensuring that an annual independent audit is conducted and that an annual budget is prepared. The Treasurer shall render an annual report to the Board that shall be transmitted to the members of CSWE. The Treasurer shall also chair the Budget and Finance Committee.
5. The Chair-elect shall serve as a member of the Board and the Executive Committee during the year preceding the assumption of the office of Chair.
6. The President/CEO shall serve as the official head of CSWE in the direction of its business and shall sign and execute, in the name of CSWE, necessary contracts and other instruments.
7. The Board may prescribe additional duties for these officers as it deems advisable.

B. Election of Officers

1. The officers shall be elected by Full Members through a ballot for a 3-year term.
2. Election of the Chair-elect of CSWE shall take place in the year preceding assumption of office as Chair. The Chair-elect shall serve for 1 year and in the following year begin a 3-year term as Chair. If the current Chair is reelected to serve a second term as Chair, then the Chair shall immediately begin the 3-year term as Chair at completion of the previous term. There would be no 1-year term as Chair-elect in this circumstance.
3. A vacancy occurring between regular elections shall be filled by the Board from among its own members. Said individual(s) shall hold office until the next scheduled election, at which time the vacant position shall be filled for the unexpired term by a vote of the full members.

Section 3. Executive Committee

A. Functions

1. The Executive Committee shall make recommendations to the Board and facilitate decision making in between Board meetings or in the case of a crisis or other urgent circumstances. The Executive Committee may not amend bylaws, elect or remove Board members, hire or fire the President/CEO, approve a change to the budget, or make major structural decisions (such as adding or eliminating programs). The Executive Committee must report actions at the next regularly scheduled meeting of the Board. Meetings of the Executive Committee shall be called by the Chair or by two-thirds of the Board membership.
2. The Executive Committee will receive the ballot for elections from the National Nominating Committee for final review and certify the ballot meets affirmative action and membership criteria.
3. The Executive Committee shall operate consistent with voting procedures set forth for the Board.

B. Composition

The Executive Committee shall consist of the officers, the President/CEO (ex officio and nonvoting), and three additional voting members of the Board who shall be elected by the Board and who shall serve on the Executive Committee for the remainder of their terms as Board members.

Section 4. Nominating Committee

A. Functions

1. The Nominating Committee, in accordance with policies prescribed by CSWE, shall prepare double slates of nominees for officers, members of the Board, and members of the Nominating Committee.

B. Composition

1. The Nominating Committee shall consist of 11 members who are elected for 3-year terms, with four members elected each year except in one year when three members will be elected. Two additional members from the Board will be appointed by the Board Chair to serve on the nominating committee for 3-year terms.

Section 5. Accreditation

There shall be a body (currently known as the "Commission on Accreditation") that is granted authority to oversee the accreditation function of CSWE.

- A. The Chair of the CSWE Board shall appoint members to this body, taking into consideration staff and volunteer recommendations, diversity of program type and size, and the Diversity, Equity and Inclusion Policy Statement.
- B. Members of this body shall elect their own Chair from among the appointed members.
- C. There will be a Memorandum of Agreement between CSWE and the body overseeing the accreditation function that defines the relationship between CSWE and this entity, the responsibilities of each entity, and indemnification of those that serve in their accreditation-related role.
- D. This MOA will be reviewed on a regular basis.

Section 6. Commissions, Committees, Councils and Task Forces

There shall be a Commission on Educational Policy; a Commission on Membership and Professional Development; a Commission for Diversity and Social & Economic Justice; a Commission on Global Social Work Education; a Commission on Research; and other such commissions, councils, committees, and other nonelected committees as provided by the Board.

- A. Commission and Council members shall be appointed by the Chair of the Board, taking into consideration staff and volunteer recommendations, diversity of program type and size, and the Diversity, Equity and Inclusion Policy Statement.
- B. The Board will develop a charge for each Commission to guide their work and indemnify all commissioners and councilors in pursuit of their respective charge.

ARTICLE IV: Staff

A. President/CEO

The President/CEO of CSWE shall be appointed by the Board in accordance with qualifications and terms of employment previously adopted by the Board and initiated through a written contract. The President/CEO is responsible for the leadership and management of CSWE within the policies established by the Board. The President/CEO must comply with appropriate rules and regulations of all regulating agencies, governmental and quasi-governmental. There shall be an annual performance review of the President/CEO conducted through procedures and criteria established by the Board of Directors.

B. Other Staff

The appointment of other professional personnel and clerical staff shall be by the President/CEO in accordance with job specifications and qualifications and diversity, equity and inclusion and personnel policies as established by the Board.

ARTICLE V: Finances

Section 1. Fiscal Year

The CSWE fiscal year shall be fixed by the Board.

Section 2. Income

- A. The costs of operating CSWE shall be met by annual dues and such other means as the Board may approve.
- B. The annual audit shall be made available on written request to any individual or institutional member at cost. C. A financial statement of CSWE shall be provided to the membership annually.

Section 3. Budget and Finance Committee

- A. The Budget and Finance Committee will advise the Board on budget matters and prepare the annual budget for consideration by the Board.
- B. The Budget and Finance Committee will be composed of five members of the Board, including the Treasurer, who will serve as Chair.

ARTICLE VI: Procedures for Meetings and Elections

Section 1. Meetings

- A. Additional meetings of the Board may be called by written request of 40% of the members of the Board.
- B. The Executive Committee shall meet at the call of the Chair.
- C. For the Board, Executive Committee, and Nominating Committee, a simple majority of their members shall constitute a quorum for the transaction of business. Commissions and committees, excluding the Nominating Committee, may by regulation establish a lesser number. Annual membership meetings do not require a quorum.
- D. The rules contained in the latest edition of *Robert's Rules of Order* shall govern all meetings of bodies of CSWE, except when additional rules are promulgated by the body through the processes defined in the bylaws.

Section 2. Voting

A. Elections of officers, Board of Directors, and Nominating Committee

- 1. The Board and the National Nominating Committee will develop procedures for elections that provide for appropriate notice and support full participation, including written petitions processes and recall procedures.
- 2. All elections may be held by mail ballot. When authorized by the Board, any member vote to be taken by written ballot may be satisfied by a ballot submitted by electronic transmission by the member or the member's proxy, provided that any such electronic transmission shall either set forth or be submitted with information from which it may be determined that the electronic transmission was authorized by the member or the member's proxy. A member who votes by a ballot submitted by electronic transmission is deemed present at the meeting of members.

B. Dues

- 1. Any changes in dues must be approved by a two-thirds majority of the votes cast by the Board. The secretary will distribute to all members an announcement of any Board-approved dues changes within 30 days of the vote.
- 2. Dues changes take effect at the beginning of the fiscal year.

ARTICLE VII: Amendments

A. Proposals to amend or repeal these bylaws may be initiated by the Board of Directors, may be made to the Board by any full member, or may be initiated by petition of 25% of full members. Such petitions must be received at the CSWE office 90 days prior to the annual membership meeting.

B. The Board shall review all proposals except those initiated by petition of 25% of full members and determine whether to submit them to the membership for action and shall be responsible for wording the proposed amendment. The Board shall notify the proposer of its determination. If its determination is not acceptable to the proposer, the amendment shall be brought for a vote to the membership on written petition of 25% of full members.

C. The Secretary shall give written notice to the members of any validated proposal for a change in bylaws initiated by members or by the Board of Directors at least 60 days in advance of the date on which the proposal is to be voted. Proposed changes shall be voted on by full members.

D. An affirmative vote by two-thirds of the votes cast by full members shall be required to amend or repeal these bylaws.

E. The Board may make clerical changes, rename groups, and make other revisions that do not affect the rights of the members without Full Member approval.