

BYLAWS OF THE SOCIETY FOR SOCIAL WORK AND RESEARCH, INC.

PREAMBLE

The Society for Social Work and Research, Inc. (the “Society” or “SSWR”) is a charitable not-for-profit corporation (Federal ID Number 133768131)–incorporated in the State of New York in 1994. The Society is devoted to the involvement of social workers, other social work faculty, and social work students in research and the promotion of human welfare through research and research applications.

ARTICLE I – NAME AND PURPOSE

1. Name. The name of the organization shall be the Society for Social Work and Research, Inc., or such other name as set forth in the Society’s Certificate of Incorporation, as it may be amended from time to time.

2. Purposes. The Society’s purposes are those purposes set forth in its Certificate of Incorporation. In furtherance thereof, the Society:

- promotes development and dissemination of high quality research to improve the social welfare of all people;
- encourages the design, implementation and dissemination of high quality research that addresses critical social practice and social policy issues;
- fosters a support network among researchers conducting research on social work practice and social policy in the United States and around the world;
- provides learning opportunities to improve the conduct of social work-relevant research and its application;
- endorses practices and policies grounded in the best available evidence;
- promotes increased research funding and training programs for social workers;
- provides formal recognition of significant contributions to social work-relevant research; and
- seeks active partnerships with other social work and research-related organizations to accomplish all of the above.

ARTICLE II. MEMBERSHIP AND DUES

1. Membership Classes. Membership classes shall be:

(a) Full members: persons who (i) have a bachelors, masters, or doctoral degree in social work or social welfare or (ii) are faculty teaching in social work programs.

(b) Student members: students in a bachelors, masters, or doctoral degree program in social work or social welfare.

(c) Associate members: persons who (i) have a bachelors, masters, or doctoral degree other than in a social work or social welfare program or (ii) are faculty teaching in a program other than social work or social welfare.

(d) Associate student members: students in a bachelors, masters, or doctoral degree program other than social work or social welfare programs.

(e) Emeritus members: persons who have been continuous members of the Society for at least five years and are retired from their primary place of employment, and who make a written request to the Society for Emeritus status.

2. Membership Qualifications. The specific conditions and qualifications for membership, including membership dues and adherence to policies established by the Board of Directors, such as a Code of Conduct policy, shall be established by the Board of Directors for the various classes of membership. Any changes in the dues schedule or conditions or qualifications for membership shall take effect at the beginning of the next membership year. Failure to pay dues by the end of the membership year will result in suspension of membership privileges.

3. Membership Rights. All members are entitled to attend meetings of the Society, to receive its publication(s), and to receive communications authorized by the Society. Full, Student, Associate, Associate Student, and Emeritus members have voting rights, and, except for those holding Associate and Associate Student memberships, are eligible for elective office in the Society.

4. Meetings of the Members. An annual meeting of the membership shall be held every year for the transaction of business, including the presentation of reports and communication to inform the members on matters of interest to the Society, and to permit responses from the Society's officers to questions and suggestions from the membership. A summary of actions taken by officers, committees, and the Board of Directors shall be presented to the membership and an opportunity will be provided for questions from the membership. The annual membership meeting shall be scheduled at a time that is not in conflict with other sessions at the Annual Conference. The President will chair the meeting. The Board of Directors may authorize additional membership meetings.

5. Quorum and Action. The presence of not less than the lesser of one hundred members or 10% of the members of the Society, present in person or by proxy, shall constitute a quorum and shall be necessary to conduct official business.

6. Annual Report. The Board shall present at the annual meeting of the membership a report, verified by the President and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail the following: (i) the assets and liabilities, including the trust funds, of the Society as of the end of a 12-month fiscal period terminating not more than six (6) months prior to said meeting; (ii) the principal changes in assets and liabilities, including trust funds, during said fiscal period; (iii) the revenue or receipts of the Society, both unrestricted and restricted to particular purposes, during said fiscal period; (iv) the expenses or disbursements of the Society, for both general and restricted purposes during said fiscal period; and (v) the number of members of the Society as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of

residence of the current members may be found. Such annual report shall be filed with the records of the Society and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of the membership.

ARTICLE III. OFFICERS, DUTIES, AND TERMS OF OFFICE

1. Officers. The officers of the Society shall consist of a president, a president-elect, if any, a past president, if any, a vice president, a vice president-elect, a past vice president, a secretary, and a treasurer. Each shall perform the usual duties of the respective office and specific duties provided elsewhere in these Bylaws or as assigned by the Board of Directors. No officer may hold more than one office at any time.

- (a) President. The President shall serve a two year term as President. The President is responsible for all aspects of leadership of the Society, including but not limited to the following: supervising the conduct of the Annual Conference; representing and speaking for the Society; signing contracts and other documents on behalf of the Society, except as such duties are assigned to the Treasurer; and performing other duties authorized by the Board of Directors.

The President shall appoint chairs of all committees, subject to the advice and consent of the Board or, in the case of Committees of the Board, with the advice and consent of a majority of the Board, except as otherwise set forth in these Bylaws. The Chair of each committee shall be chosen from among members of the Society and, in the case of Committees of the Board, from among the Society's directors, except as otherwise set forth in these Bylaws

The President is an ex-officio member of all committees except for the Nomination and Election Committee.

- (b) President-Elect. The President--Elect shall serve one-year term as President-Elect. He/she will assist the President in his/her duties and will serve on selected committees of the Society as specified in these Bylaws. The President-Elect shall fulfill the duties of the President in case of the President's absence, incapacity, or resignation. Immediately following the President-Elect's term, the President-Elect shall ascend to the office of President.
- (c) Past President. Immediately following a President's term as President, such person shall serve a one-year term as Past President. The Past President shall assist the President in his/her duties and will serve on selected committees of the Society as specified in these Bylaws, and shall fulfill such other duties as directed by the Board.
- (d) Vice President. The Vice President shall serve a one-year term as Vice President. The Vice President shall serve as the chair of the Conference Committee. During periods when there is no President-Elect, the Vice President shall serve as President in the event of the President's resignation, lengthy absence, or incapacity, until the office of President is filled according to the procedures applicable to filling vacancies among the officers.

- (e) Vice President-Elect. The Vice President-Elect shall serve a one-year term as Vice President-Elect. The Vice President-Elect will assist the Vice President in the Vice President's role as chair of the Conference Committee. Immediately following the Vice President-Elect's term, the Vice President-Elect shall ascend to the office of Vice President.
- (f) Past Vice President. Immediately following a Vice President's term as Vice President, such person shall serve a one-year term as Past Vice President. The Past Vice President shall assist the Vice President in his/her duties and shall fulfill such other duties as directed by the Board.
- (g) Secretary. The Secretary will serve a three-year term as Secretary. The Secretary shall: (i) record, maintain and distribute minutes of all membership meetings and meetings of the Board of Directors; (ii) maintain the Society's corporate records; and (iii) fulfill the other responsibilities that pertain to the office of secretary.
- (h) Treasurer. The Treasurer will serve a three-year term as Treasurer. The Treasurer shall (i) receive, have custody of, and disburse the funds of the Society subject to authorization of the Board of Directors; (ii) be responsible for maintenance and oversight of the Society's financial records and preparation of financial statements, as well as annual dues notices and records of dues payments; (iii) to the extent required by law or otherwise requested by the Board or the Audit Committee, arrange for an independent audit of the accounts or review of the financial statements annually with a certified public accountant selected by the Board or a designated audit committee comprised of independent directors; (iv) with approval from the Board of Directors, sign contracts and other authorized documents on behalf of the Society; and (v) prepare an annual budget based on plans developed by the Board of Directors and the relevant committees and committee chairs.

2. Elections and Terms of Officers. The President-Elect, Vice President- Elect, Treasurer and Secretary shall be elected by the members during the election period of November 15 to December 15 prior to the expiration of a term of any of these officers, by a vote held in accordance with Article 14 of the Certificate of Incorporation. Each officer shall hold office for a term length as described above, with the year running from February 1 to January 31, and until such officer's successor has been elected and qualified. If an office becomes vacant for any reason, the Board may fill such vacancy. Any officer so elected shall serve only until such time as the unexpired term of such officer's predecessor shall have expired unless re-elected by the members. Any officer may be removed by the members with or without cause. Such removal without cause shall be without prejudice to such person's contract rights, if any, but the election of any person as an officer, agent or employee of the Society shall not of itself create contract rights.

ARTICLE IV. BOARD OF DIRECTORS

1. Board Composition. The Board of Directors shall consist of (a) the officers of the Society, serving *ex officio*, and (b) nine directors-at-large. For purposes of the New York Not-for-Profit Corporation Law, the "entire Board" shall mean the number of directors that

were elected or appointed as of the most recently held election of directors, as well as any directors whose terms have not yet expired. One director-at-large shall be a student member of the Society and is elected to the Board for a two-years term. One director-at-large shall be a full member of the Society and an “early career member,” meaning that such person has completed their PhD no longer than four years prior to the start of their term as director. The term of such director shall be three years. The remaining directors-at-large shall be elected from among the full members of the Society. All directors-at-large except for the student director shall be elected for staggered three-year terms, with the year running from February 1 to January 31, and until such Director’s successor has been elected and qualified. All directors shall have voting privileges.

2. Role of the Board. The Board of Directors is the governing body of the Society and interprets the Bylaws. It is responsible for policy formulation for the Society and has responsibility for the general and fiscal affairs of the Society. It establishes plans and calls for both regular and, if necessary, special meetings of the Society. It may create and dissolve ad hoc committees as are deemed necessary to carry out the functions and achieve the objectives of the Society. An elected member of the Board of Directors has no specific duties other than those as required by law, including fulfillment of fiduciary duties, or assigned to the Board by the Bylaws.

3. Election of Directors-at-Large. The members, by majority vote, shall elect the directors-at-large for each director-at-large position eligible for election that year during the election period of November 15 to December 15, by a vote held in accordance with Article 14 of the Certificate of Incorporation; and such director-at-large shall serve for their applicable term and until such Director’s successor has been elected and qualified. The Nomination and Election Committee shall be responsible for making a count of the votes and reporting the results to the Board of Directors and the membership at the annual meeting of the membership.

4. Director Qualifications and Term. Board members must be dues paying members of the Society and shall have been members of the Society for at least one year prior to their nomination for office.

5. Vacancies. All vacancies occurring among the directors-at-large for any reason, may be filled by vote of a majority of the Directors then in office, even when less than a quorum exists. A director-at-large elected to fill a vacancy shall hold office until the next vote at which election of directors-at-large is conducted, and until such director’s successor shall have been elected and qualified to serve.

6. Annual and Regular Meetings of the Board. The Board of Directors shall meet on a regular and/or periodic schedule to be determined by the President and the Board of Directors each year. The Board of Directors shall meet at least once during the Annual Conference, at a time and place to be announced in advance to the members of the Society, and shall be available to receive verbal or written communications from the members at that time and place. At such meeting, the Treasurer and the committee chairs shall present written reports of their activities during the past year and be available for questions and discussions.

7. Special Meetings. Special meetings of the Board of Directors may be called by the President or a majority of the Board.

8. Quorum. Nine members of the Board of Directors shall constitute a quorum.

9. Action by the Board. Except as otherwise provided by law, the vote of a majority of the directors present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Directors who are present at a meeting but not present at the time of a vote due to a related party transaction or other conflict of interest shall be considered present at the time of the vote.

10. Robert's Rules. Meetings shall be conducted according to Robert's Rules of Order, Newly Revised.

11. Meeting by Teleconference Technology. Members of the Board of Directors may hold or participate in a meeting of Directors by means of conference telephone or similar electronic communications equipment, provided that all persons participating in the meeting can hear each other at the same time, and participate in all matters before the Board, including, without limitation, having the ability to propose, object to, and vote upon specific action to be taken by the board or committee and this shall constitute presence in person at the meeting.

12. Action without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing or electronically to the adoption of a resolution authorizing such action. If written, such consent must be executed by the director signing or causing such director's signature to be affixed by any reasonable means, including facsimile signature. If electronic, such consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the director. Each resolution so adopted and the written or electronic consents thereto shall be filed with the minutes of the proceedings of the Board.

ARTICLE V. COMMITTEES

1. Committees of the Board. The Society may have committees of the Board ("Board Committees") as set forth in these Bylaws or as established by the Board. The Board, by resolution adopted by a majority of the entire Board, may designate from among the directors Board Committees, each consisting of three or more directors, and each of which, to the extent provided in the resolution, shall have all the authority of the Board, to the full extent provided by law, except that no such Board Committee shall have authority as to the following matters: (1) the submission to the members of any matter required to be submitted to the members by state law, (2) the filling of vacancies on the Board of Directors or any committee, (3) the fixing of any compensation of the directors for serving on the Board of Directors or any committee, (4) the amendment or repeal of any bylaw or the adoption of new bylaws, (5) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable, (6) the election or removal of officers or directors, (7) the approval of a merger or a plan of dissolution, (8) the adoption of a

resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Society, or (9) the approval of amendments to the certificate of incorporation. The Board may designate one (1) or more directors as alternate members of any such Board Committee, who may replace any absent member or members at any meeting of such Board Committee. Each such Board Committee shall serve at the pleasure of the Board. The designation of any such Board Committee and the delegation thereto of authority shall not alone relieve any director of such director's duty to the Corporation under the Not-for-Profit Corporation Law.

2. Committees of the Corporation. Committees, other than Board Committees, shall be committees of the Corporation. Such committees may be created by the Board by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present or by the President. Such committees shall have only the powers specifically assigned to them by the Board or President and may serve in an advisory capacity, but no such committee shall have the authority to bind the Board. Except as otherwise provided by resolution or policy adopted by the Board, the President shall appoint the members of any committee of the Corporation, who need not be directors, and shall designate one individual from each such committee to serve as committee chair. Each such committee shall serve at the pleasure of the Board. Provisions of the Not-for-Profit Corporation Law applicable to officers generally shall apply to members of such committees.

3. Executive Committee. The Executive Committee shall be a Board Committee comprised of the President, President-Elect, Past President, Vice President, Vice President-Elect, Past Vice President, Secretary, and Treasurer. The Executive Committee shall make recommendations to the Board and may exercise such powers of the Board of Directors as may be necessary between meetings of the Board, reporting such actions at the next regularly scheduled meeting of the Board of Directors. Meetings of the Executive Committee shall be called by the President or by two-thirds of the committee membership.

4. Audit Committee. The Audit Committee shall be a Board Committee. In a year when the Society is required to file an independent certified public accountant's audit report with the New York Attorney General pursuant to Section 172-b of the Executive Law, the Board may delegate the authority to oversee the accounting and financial reporting processes of the Society and the audit of the Society's financial statements to an Audit Committee composed exclusively of at least three (3) "Independent Directors" as defined in the Not-for-Profit Corporation Law. The Audit Committee shall be chaired by a member of the Audit Committee selected by vote of its members. The Audit Committee shall, among other matters, oversee the accounting and financial reporting processes of the Society and the audit of the Society's financial statements, shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor. In a year when in the prior fiscal year or the current fiscal year, the Society reasonably expects to have annual revenue in excess of one million dollars, it shall comply with the additional duties required under Section 712-a of the Not-for-Profit Corporation Law.

5. Finance Committee. The Finance Committee shall be a Board Committee and will consist of three members of the Society. It will be chaired by the Treasurer of the Society, and will include the President, Past President, the President-Elect.

The Committee shall make recommendations to the Board regarding fiscal planning and management and other financial matters such as budgeting, dues structure, conference fees, as well as investment and protection of the Society's assets.

6. The Nomination and Election Committee. The Nomination and Election Committee shall be a committee of the corporation and consist of at least five people and a chair. The chair shall be selected by the President and approved by the Board of Directors, from among the directors-at-large of the Board. The members of the Committee shall be selected by the chair and approved by the Board and should include members appointed from the Society's general membership.

The Nomination and Election Committee shall secure nominations from the members of the Society who are in good standing and shall ascertain whether the nominees are qualified and willing to serve if elected. From those nominees who meet these criteria, the Nomination and Election Committee will designate a double slate of candidates who will run for open positions on the Board. The membership will be given the opportunity to write in a candidate for each office who the Nominations and Elections Committee has not designated as part of the official slate of candidates.

7. Conference Committee. The Conference Committee shall be a committee of the corporation and consist of at least six members, including the Vice President as chair. Other members of the Committee will include the Vice President-Elect, the Past Vice President, the President-Elect, one director-at-large who will serve as the volunteer coordinator for the annual conference, one director-at-large who will serve as the chair of the Awards Committee, and other individuals as deemed appropriate by the Board.

The Conference Committee shall be responsible for overseeing all aspects of program planning for the Society's Annual Conference, including but not limited to abstract review, selection and scheduling of presentations; presentation of awards; volunteer coordination, recruitment and assignment of session moderators; and production/editing of the conference program.

8. Awards Committee. The Awards Committee shall be a committee of the corporation and consist of at least four members. The chair of the Awards Committee shall be selected by the President and approved by the Board of Directors, from among the directors-at-large of the Board. The Committee membership will include the President, Committee chair, and two members of the Society, selected by the Committee chair and approved by the Board. The Committee shall be responsible for soliciting nominations and selecting awardees for all awards presented by the Society, with the exception of the Distinguished Career Achievement Award, which is the responsibility of the President. Subcommittees for each of the Society's awards may be established by the chair of the Awards Committee.

9. Committee on Publications. The Committee on Publications shall be a committee of the corporation and consist of at least five members of the Society. The chair of the Committee shall be selected by the President and approved by the Board of Directors, from among the directors-at-large of the Board. The Committee membership which will include no more than one other member of the Board, shall be selected by the Committee chair, and approved by the Board.

10. Fund Development Committee. The Fund Development Committee shall be a committee of the corporation and consist of at least five members of the Society. The chair of the Committee shall be selected by the President and approved by the Board of Directors, from among the directors-at-large of the Board. The Committee membership will include the Treasurer, the chair of the Committee, and at least three members of the Society, selected by the Committee chair and approved by the Board.

The Committee shall be responsible for developing and implementing fund development plans to advance the work of the Society.

11. Membership Committee. The Membership Committee ~~will~~ shall be a committee of the corporation and consist of at least five members of the Society. The chair of the Committee shall be selected by the President and approved by the Board of Directors, from among the directors-at-large of the Board. The Committee membership which will include no more than one other member of the Board shall be selected by the Committee chair and approved by the Board.

The Committee shall be responsible for recruiting new members to the Society and to retain existing members.

12. Social Policy Committee. The Social Policy Committee shall be a committee of the corporation and consist of at least six members of the Society. The chair of the Committee shall be selected by the President and approved by the Board of Directors, from among the directors-at-large of the Board. The Committee membership shall be selected by the Committee chair and approved by the Board.

13. Research Capacity Development Committee. The Research Capacity Development Committee shall be a committee of the corporation and shall be co-chaired by two members of the Board, including the early career director-at-large and a co-chair to be selected by the President and approved by the Board of Directors, from among the directors-at-large of the Board. The Committee membership shall include the Doctoral Student Director-at-Large member of the Board, and at least four members from the Society's general membership to be selected by the Committee chair and approved by the Board.

14. Communications Committee. The Communications Committee shall be a committee of the corporation and consist of at least five members of the Society. The chair of the Committee shall be selected by the President and approved by the Board of Directors, from among the directors-at-large of the Board. The Committee membership which will include no more than one other member of the Board shall be selected by the Committee chair and approved by the Board.

The Committee shall oversee a consistent and active communications strategy, strengthening the Society's brand and developing web, social media and print materials clearly presenting the Society's purpose, programs and activities.

15. Doctoral Student Committee. The Doctoral Student Committee shall be a committee of the corporation and consist of at least six members of the Society who are SSWR doctoral students. It shall be chaired by the Student Director of the Board of Directors and shall include no other members of the Board. The Committee membership shall be selected by the Committee chair and approved by the Board.

The Committee shall be responsible for the purpose, programs, and activities for doctoral students thereby strengthening doctoral student participation in the Society.

16. Special Interest Groups. Special Interest Groups ("SIGs") that operate in coordination with the Society shall be considered Committees of the Corporation with the composition and characteristics proposed by the SIG, upon approval of the Board of Directors. The Board of Directors shall determine the specific conditions and qualifications of SIGs that operate in coordination with the Society.

ARTICLE VIII. ADMINISTRATIVE

1. Administrative Office. The Board of Directors may establish an administrative office for the Society and allocate to it responsibility for day to day operations of the Society, and provide funds for the office to complete the tasks involved in the operations of the Society. The Board of Directors may appoint an executive director or an administrative director or other professional staff, define the director's duties, approve compensation or contract fees and terminate the executive or administrative director's employment. The executive director or administrative director will be specifically accountable to the President of the Society and the Finance Committee.

2. Membership and Fiscal Year. The Society's fiscal year shall be from January 1 to December 31, which shall coincide with its membership year.

ARTICLE IX. INDEMNIFICATION

1. Indemnification. To the fullest extent permitted by applicable law, the Society shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Society to procure a judgment in its favor, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a Director or officer of the Society or serves or served in any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Society, and the Society may advance such person's related expenses. The Society shall have the power to purchase and maintain insurance to indemnify the Society and its Directors and officers to the full extent such indemnification is permitted by law.

ARTICLE X. AMENDMENTS

1. Bylaws Amendments. These Bylaws may be amended by a two-thirds vote of members. Bylaws amendments may be initiated by the Board of Directors, or by a petition of 5% of the total membership.
2. Bylaws Review. At least every six years after the adoption of these Bylaws, the Board of Directors shall appoint a committee to review these Bylaws and to recommend changes in them.

ARTICLE XI. DISSOLUTION

1. Dissolution. In the event of the dissolution of the Society, any net assets shall be distributed in accordance with the Society's Certificate of Incorporation.

Approved by SSWR Membership: November 12, 2019.