

**BY/LAWS AND CODE OF REGULATIONS OF THE AMERICAN
ACADEMY OF SOCIAL WORK AND SOCIAL WELFARE**

**ARTICLE I
POWERS**

The American Academy of Social Work and Social Welfare (hereinafter called the “Academy”) shall have such powers as are now or may hereafter be granted under Chapter 1702 of the Ohio Revised Code, as amended or superseded from time to time.

**ARTICLE II
PURPOSES**

Section 1. Mission. The Academy is an honorific society of distinguished scholars and practitioners dedicated to achieving excellence in the field of social work and social welfare through high impact work that advances social good. The Academy has been established to:

- (a) Encourage and recognize outstanding research, scholarship, and practice that contribute to a sustainable, equitable, and just future.
- (b) Inform social policy and social work practice by serving as a frontline source of information for the social work profession as well as Congress and other government agencies and non-government entities charged with advancing the public good.
- (c) Promote the examination of social policy and social work practice and the application of research to test alternative policies, programs, and practices for their impact on society.
- (d) Celebrate excellence in social work and social welfare research, education, and practice.
- (e) Provide objective assessments of social problems and related policies and practice of high relevance to Congress, other government agencies and non-government entities and providing guidance on options for improving social well-being.

**ARTICLE III
OFFICES**

Section 1. Registered Office. The registered office of the Academy shall be located at Case Western Reserve University, Cleveland Ohio.

Section 2. Principal Office. The principal office of the Academy shall be located at such place, whether within or outside of Ohio, as the board of directors may designate from time to time.

Section 3. Other Offices. The Academy also may have offices at such other places, both within and outside of Ohio, as the board of directors may from time to time determine or the business of the Academy may require.

ARTICLE IV
MEMBERS

Section 1. Fellows. The Academy shall have the following four (4) classes of members:

(a) Fellows, (b) Fellows Emeriti, (c) Inactive Fellows, and (d) Honorary Fellows. These classes are defined as:

- (a) **Fellows:** Fellows who are paying full dues, with non-payment of dues being no longer than two years. Regular active Fellows will be listed on the website and in all materials as Fellows of the Academy and are eligible to participate in all Academy endeavors.
- (b) **Fellows Emeriti:** Fellows who are no longer active in academic pursuits and have either determined to step down from participation in the Academy or are known to have become unable to participate in, or uninterested in, further Academy pursuits. Emeriti fellows will remain listed separately on the website and shall pay dues at a rate set by the Board of the Directors.
- (c) **Inactive Fellows:** Fellows or Fellows Emeriti who do not pay dues after two years or who communicate that they are not interested in supporting or remaining a member of the Academy. These individuals will be no longer listed as members of the Academy and removed from the website and future printings of the Academy membership.
- (d) **Honorary Fellows:** Fellows who have supported the Academy's founding in a significant and ongoing manner and/or who have been central to its mission and activities. These individuals will be listed on the Academy website and receive Academy communications but do not pay dues.

Section 2. Election of Fellows. Fellows shall be those persons nominated for membership by a currently active Fellow or Fellow Emeriti who are approved by 4 of 7 members of the Nominations and Elections Committee, then approved by the Board of Directors, and finally, approved by 60% (3/5ths) of the Members who vote in the election. Member qualifications and the process for electing members will be determined by the Board of Directors.

Honorary Fellows shall be nominated by the Board of Directors of the Academy and must be confirmed by 60% of Board members.

Section 3. Annual Meeting. The annual meeting of Fellows shall take place on a date and at a time determined each year by the Board of Directors. The purpose of the annual meeting is to transact Academy business, as appropriate.

Section 4. Voting. Each Fellow shall be entitled to exercise one (1) vote upon any matter properly submitted to the Members of the Board for a vote. At any meeting at which a quorum is present all matters which come to a vote shall be determined by a majority of the votes cast. Proxy votes are allowed and should be communicated to the President and at least

one other member of the Board of Directors. Emeriti, Inactive and Honorary Fellows are not permitted to vote.

Section 5. Membership. The Academy shall maintain a record of its Fellows.

Section 6. Organization of Meetings.

Presiding Officer: The President, or in such person's absence, the Vice President, shall call the meetings of the Fellows to order and shall act as Chairman thereof.

Minutes: The Secretary of the Academy, or in such person's absence, a person appointed by the Chairman of the meeting, shall act as Secretary of the meeting and shall keep and make a record of the proceedings.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. Academy Powers. Except where law, the articles or these Regulations require action to be otherwise authorized or taken, all authority of the Academy shall be exercised, controlled and conducted by the Board of Directors of the Academy.

Section 2. Composition. The Board of Directors of the Academy shall consist of the number of Directors as may be determined from time to time by the Board; provided, however, that such number shall be not less than seven (7) and not more than fifteen (15) Directors. No reduction in the number of Directors shall of itself have the effect of shortening the term of any incumbent Director.

Section 3. Election of Directors. The Directors shall be elected by the Fellows at their annual meeting or prior to this meeting via electronic communications. Only persons nominated as candidates shall be eligible for election as Directors. The candidates receiving the greatest number of votes shall be elected. Any vacancy in the Board of Directors, however arising, may be filled for the unexpired term by the vote of the remaining Directors at any meeting of the Board of Directors.

Section 4. Term. Each Director shall hold office for a period of three (3) years and until his or her successor has been chosen in the manner hereinbefore provided. Term years run from the day following the Academy annual meeting to the annual meeting. Directors may seek a second term, but may not serve more than six (6) consecutive years on the Board. The Past President serves for one (1) year following the election of a new President.

Section 5. Resignation. A Director may resign at any time by delivering his or her written resignation to any officer of the Academy.

Section 6. Removal of Board Members and Filling Vacancies.

- (a) The office of a Director becomes vacant if the Director dies, is removed or resigns, which resignation shall take effect immediately or at such other time as the Director may specify.
- (b) A Director may be removed from office, with or without cause, pursuant to any procedure provided in the articles or in these Regulations; and such removal shall create a vacancy in the Board.
- (c) Unless the articles or the regulations otherwise provide, the remaining Directors may, by the vote of a majority of their number, fill any vacancy in the Board for the unexpired term.

Section 7. Meetings. Meetings of the Board of Directors may be held at such time and place within or outside the State of Ohio as the Board of Directors may from time to time determine, provided that regular meetings shall take place at least annually.

Section 8. Notice of Board Meetings. Notice of every meeting of the Board, whether or not regularly scheduled, shall be given to each Director by the Secretary, or the person or persons calling the meeting.

Section 9. Quorum and Voting. A majority of the Directors then in office shall constitute a quorum at all meetings of the Board of Directors. At every meeting of the Board of Directors at which a quorum is present, the Board may act by or through a majority of those in attendance. If less than a quorum is present at any such meeting, the meeting may be adjourned to such time and place as those present shall determine. Or, the meeting may be conducted with discussion to serve as advisory to the larger board for future votes. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Each Director shall be entitled to exercise one (1) vote upon any matter properly submitted for the Board to vote on. Proxy votes are allowed and should be communicated to the President and at least one other member of the Board of Directors.

Section 10. Meetings Held Through Communications Equipment. Meetings of the Board of Directors or any committee of the Board may be held through communications equipment if all persons participating can communicate effectively with each other, and such participation shall constitute attendance at such a meeting. Board of Directors can use communication equipment and have regular monthly conference calls or other means of regular communication, as agreed upon by the Board of Directors.

Section 11. Sub-Committees of Directors. The Board of Directors may at any time appoint from its members one or more committees consisting of such number of Directors, not less than three, as the Board may deem advisable, together with such alternates as the Board may

deem advisable, to take the place of any absent member or members at any meeting of such committee.

Each such member and alternate shall hold office at the determination of the Board. The name and purpose of each such sub-committee shall be determined by the Board of Directors. Any such committee shall act only in the intervals between meetings of the Board, and shall have such powers as may, from time to time, be delegated by the Board. Unless otherwise ordered by the Board, any such committee may prescribe its own rules for calling and holding meetings, and its own method of procedure, and may act by a majority of its members at a meeting, or without a meeting by a writing signed by all of its members.

Any act or authorization of any act of any such committee within the authority delegated to it by the Board of Directors shall be as effective for all purposes as the act or authorization of the Board of Directors.

Section 12. Executive Committee. The Academy may have an Executive Committee consisting of such number of Directors as may be determined by the Board of Directors. The Executive Committee shall have the authority to exercise, by a meeting or by the unanimous written consent of its members, during intervals between meetings of the Board of Directors, all the powers and authority of the Board in the management, business and affairs of the Academy, however conferred.

Section 13. Ad Hoc Advisory Committees. The Board of Directors may at any time appoint advisory committees to assist it in the performance of its functions, the members of which advisory committees need not be Members or Directors of the Academy. The name and purpose of each such advisory committee shall be determined by the Board of Directors.

Section 14. Standing Committees. The AASWSW Standing Committees such as: 1) Nominations and Elections Committee, 2) Finance Committee, 3) Fund Raising Committee, 4) Innovation Research Committee, 5) Awards Committee, 6) Policy and Advocacy Committee, and 7) Performance Committee. Each standing committee will consist of at least one Chair and committee members. The Chair and committee members shall be appointed by the AASWSW President.

Section 14a. Nominations and Elections Committee (NEC). The Board of Directors shall appoint a Nominations and Elections Committee which will be responsible for identifying and nominating candidates for (1) open Director Positions, including officers, pursuant to specific criteria established by the Board and (2) Fellows of the Academy. The NEC shall consist of seven members, including a Chair who is selected from among Board members, two additional Board members, and four members who are chosen from among the Fellows.

The NEC will be responsible for soliciting and reviewing nominations and seeking Board approval for a slate of nominees for Board positions and for Fellows before obtaining a formal vote by the members of the Academy.

Section 14b. Finance Committee. The Board of Directors shall appoint a Finance Committee which will be responsible for monitoring the funds of the Academy including annual

budget, contracts, accounting oversight and auditing oversight. The Finance Committee will consist of the Treasurer who will serve as Chair and committee members.

Section 14c. Fund Raising Committee. The Board of Directors shall appoint a Fund-Raising Committee which will be responsible for assisting in funding the Academy's programs and mission. The Fund-Raising Committee will consist of at least one Chair and committee members.

Section 14d. Innovation Research Committee. The Board of Directors shall appoint an Innovation Research Committee which will be responsible for promoting the Academy and its programs. The Innovation Research Committee's duties include: Academy newsletter, Academy website, media promotion of Academy activities, and promotion of panels and symposiums. The Innovation Research Committee will consist of at least one Chair and committee members.

Section 14e. Awards Committee. The Board of Directors shall appoint an Awards Committee which will be responsible for celebrating excellence in social work. The Awards Committee's duties include: Annual Fellows Induction Ceremony, marketing and advertising of the AASWSW's goals and activities, sponsorship of educational presentations at conferences and seminars, and the "Academy Award". The Awards Committee will consist of at least one Chair and committee members.

Section 14f. Policy and Advocacy Committee. The Board of Directors shall appoint a Policy and Advocacy Committee which will be responsible for being a source of information for the social work profession, governmental entities and other non-governmental groups, this committee includes: Policy briefs and working papers sponsored by the Academy or with other Academies and government engagement including responses to requests and policy briefs. The Policy and Advocacy Committee will consist of at least one Chair and committee members.

Section 14g. Performance Committee. The Board of Directors shall appoint a Performance Committee which will be responsible for encouraging and recognizing outstanding research, scholarship and practice through mentoring, scholarship of special panels and symposia and Academy internship programs. The Performance Committee will consist of at least one Chair and committee members.

Section 15. Compensation of Directors. The Directors shall not receive compensation for their services as Directors, and no Director shall directly or indirectly receive any profit from his or her position, but a Director may be reimbursed for actual expenses incurred in discharging the business of the Academy.

Section 16. Responsibilities of Board of Directors. The Board of Directors will have several responsibilities and will be expected to: (1) participate in the monthly meetings or conference calls, (2) attend the annual meeting, (3) vote on matters that require a vote or give a proxy vote to the President or another Board of Director member, (4) determine the need for and make corresponding revisions to the process of electing Fellows, (5) nominate new Board of

Directors and Officers when the existing terms expire, (6) chair or participate in sub-committees, and (7) serve a 3-year term (which may be extended for a second term).

ARTICLE VI OFFICERS

Section 1. Officers. The Academy shall have a President, a Vice President, a Past President, a Secretary, a Treasurer, and a Past Treasurer, as well as Chairs or Co-Chairs of appointed sub-committees, all of whom shall be chosen by the Board of Directors from among the members of the Board. Any member of the Board (including officers) may also serve as a Committee Chair or in another non-officer role.

Section 2. Election and Term of Office. The President of the Academy shall be elected by the Fellows of the Academy at the regular annual meeting or a prior electronic vote, and all other officers shall be selected by the President. The President shall hold office for a period of three (3) years, followed by one (1) year as Past President. The Treasurer shall hold office for a period of two (2) years, followed by one (1) year as Past Treasurer. All other officers shall hold office for a period of three (3) years and until his or her successor has been chosen in the manner hereinbefore provided. Term years run from the day following the annual meeting to the annual meeting. The expiration of an officer's Board membership shall create a vacancy in such office.

Section 3. Removal. Whenever in its judgment that the best interests of the Academy would be served thereby, any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of two-thirds of the Directors present at any meeting at which a quorum is present, providing that prior notice of such proposed removal has been given to all Directors in the notice of said meeting required by these Regulations.

Section 4. The President. The President shall be the chief executive officer of the Academy, and shall have the authority to preside at all meetings of the Fellows and of the Board of Directors. Subject to the direction of the Board of Directors, he or she shall have general charge and authority over the business of the Academy. The President shall routinely (usually monthly) make such reports of the business of the Academy as the Board of Directors may require, and shall make a report of the business of the Academy for the preceding fiscal year to the Fellows at each annual meeting. The President shall have such other duties and powers as may be assigned to or vested in him by the Board of Directors.

Section 5. The Vice-President. The Vice-President shall assist the President in the execution of his or her duties as directed, and shall have the authority and duties of the chief executive officer in the absence of the President. The Vice-President shall also have such duties and powers as may be assigned to or vested by the Board of Directors or by the President.

Section 6. The Past President. The Past President shall have such duties and powers as may be assigned to or vested in them by the Board of Directors or by the President. The Past President assists in advising the new President and facilitating transition in leadership.

Section 7. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Academy. He or she shall:

- (a) Have charge of and, in working with a professional services firm or with other designated accounting and auditing entities, will be responsible for the maintenance of adequate books of account for the Academy and shall provide the Board of Directors with regular reports of the Academy's financial condition;
- (b) Have charge and custody of all funds and securities of the Academy, and be responsible therefore, and, in working with a professional services firm or other designated accounting or auditing entity or other designated entities, for the receipt and disbursement thereof;
- (c) Prepare or cause to be prepared, in working with a professional services firm or other designated accounting or auditing entity or other designated entities, an annual audit of the books of the Academy and shall present a report of such audit at the meeting of the Board of Directors next following the completion of the audit; and
- (d) Perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. Past Treasurer. The Past Treasurer shall have such duties and powers as may be assigned to or vested in them by the Board of Directors or by the President. The Past Treasurer assists in advising the new Treasurer and facilitating transition in leadership.

Section 9. Secretary. The Secretary shall:

- (a) Be custodian of the corporate records other than those records which are within the custody of the Treasurer; and
- (b) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 10. Vacancies. Any vacancy occurring in any office as a result of death, resignation, removal, the expiration of Board membership or inability or unwillingness to serve shall be filled by the Directors.

ARTICLE VII
EXECUTIVE DIRECTOR

The Directors may, in their discretion, delegate the administration of the Academy as the responsibility of a salaried staff officer appointed by the Board of Directors. He or she may have the title of Executive Director or such other title as the Board of Directors shall from time to time deem desirable and shall be responsible for carrying out the directions and policies of the Board of Directors and for the over-all management and administration of the operations and affairs of the Academy. He or she shall be employed for such term and shall have such other duties and responsibilities as the Board of Directors may determine and shall receive such compensation as the Board of Directors may establish.

ARTICLE VIII
CONTRACTS AND ADMINISTRATION OF FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or agent of the Academy, in addition to the officers so authorized by these Regulations, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Academy, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Academy shall be signed by the Treasurer or the President of the Academy and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Academy shall be deposited from time to time to the credit of the Academy in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Investments. The Board of Directors may retain and hold property of any kind or nature given to the Academy by will, deed, or gift or otherwise without incurring any liability to any person or entity for any subsequent depreciation thereof, and may manage and control any funds, money, property, or proceeds of property or proceeds of the sale of property coming into the hands of the Academy from any source and may invest and reinvest the same in such loans, stocks, bonds, securities, or other property of any duration, character or kind as the Board of Directors may from time to time determine, and in so doing shall incur no liability to any person or entity for any act taken or omitted in good faith.

Section 5. Management of Assets. The Board of Directors may compromise, settle, and adjust any claims on behalf of or against the Academy arising from or by reason of any devises, sponsorships, or donations of property to the Academy, or otherwise, on such terms and conditions and at such time or times as it may decide, without liability to any person or persons whomever for any such compromise, settlement, or adjustment of any claim made by the

Board of Directors in good faith. No person or entity, being or claiming to be a beneficiary of any of the purposes of the Academy shall, as such, have or be given any claim or right of action against the Academy by reason thereof.

Section 6. Use of Income and Principal. Any money or other property of the Academy, whether income or principal, shall be used or distributed by the Board of Directors as it may from time to time determine, in accordance with the purposes set forth in the Articles of the Academy. The Board of Directors may establish such mechanisms, criteria or committees as may be selected by it to effectuate said purposes. Without limitation upon the generality of the foregoing, the funds of the Academy may be distributed for the purposes of paying all charges and expenses incidental to the care, management, and preservation of the property of the Academy, including attorneys' and accountants' fees and expenses and reasonable compensation to any person or persons whom the Board may deem it advisable to employ in order to effectively carry out the purposes of the Academy.

Section 7. Accounts. The Board of Directors shall cause to be kept adequate and correct accounts and records of its assets, liabilities, receipts, disbursements, and sponsorships. The Board has the responsibility to assure that all accounting services necessary as a 501(c) 3 are completed.

ARTICLE IX BOOKS AND RECORDS

The Academy shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Academy may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X FISCAL YEAR

The fiscal year of the Academy shall be the period beginning January 1 and ending December 31, unless otherwise specified by the Board of Directors.

ARTICLE XI INDEMNIFICATION OF MEMBERS, DIRECTORS, OFFICERS AND EMPLOYEES

The Academy shall indemnify and reimburse any person who then is or shall have been a Director or Officer of the Academy, or who then is serving or shall have served at the Academy's request as a Director or Officer of another Academy, limited liability company, partnership, joint venture, trust or other enterprise, for expenses (including attorneys' fees), judgments, decrees, fines, penalties or settlements incurred or paid in connection with the defense of any pending

or threatened action, suit or proceeding, criminal or civil, to which he or she then is or may be made a party by reason of being or having been such Director or Officer, other than an action by or in the right of the Academy; provided that:

- (1) It shall be determined that he or she acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Academy or other Academy or entity of which he or she then is or shall have been a Director, officer or employee; and
- (2) In any matter the subject of a criminal action, suit or proceeding, it shall be determined that he or she had no reasonable cause to believe that his or her conduct was unlawful.

The determination with respect to (1) or (2) of the preceding paragraph shall be made as follows:

- (a) By the Board of Directors of the Academy acting at a meeting at which a quorum consisting of Directors who shall not be parties to or threatened with any such action, suit or proceeding shall be present, provided that any Director who shall be a party to or threatened with any such action, suit or proceeding shall not be qualified to vote on such determination.
- (b) If a quorum of qualified Directors cannot be obtained to vote on such determination, it shall be made by independent legal counsel, selected by the Directors, in the form of a written opinion.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such person may be entitled, and shall inure to the benefit of the heirs, executors and administrators of such person. The Academy may purchase and maintain insurance against any liability asserted against or incurred by any person who, in his or her capacity of being or having been a Director or Officer as aforesaid, may be indemnified or reimbursed pursuant to the provisions of this Article, whether or not the Academy would have the power to indemnify or reimburse such person under the provisions of this Article.

ARTICLE XII

AMENDMENTS

These Regulations may be amended, altered, repealed, or superseded, either in whole or in part, by the affirmative vote of a majority of the Fellows present at any meeting of the Fellows at which a quorum is present and acting. These Regulations may likewise be amended, altered, repealed, or superseded upon the written consent of all of the Fellows.