

**BY-LAWS OF THE NATIONAL ASSOCIATION OF
DEANS AND DIRECTORS OF SCHOOLS OF SOCIAL WORK**

By-laws revision: Adopted by the membership of NADD 3/9/99

**BY-LAWS OF THE NATIONAL ASSOCIATION OF DEANS AND DIRECTORS
OF SCHOOLS OF SOCIAL WORK**

Article I — Name and Location

SECTION 1. The name of this organization shall be the National Association of Deans and Directors of Schools of Social Work, a non-profit corporation incorporated in the District of Columbia.

SECTION 2. The principal office of the Corporation shall be located in the District of Columbia. The Corporation may also have such offices at such other places as the Board of Directors may from time to time determine.

Article II - Objectives

The objectives of this Corporation shall be:

SECTION 1. To advance the excellence and interests of social work education, including, for such purposes, the making of such distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law); to establish and maintain a national organization to achieve these purposes.

SECTION 2. To educate the general public as to the needs of social work education.

SECTION 3. To encourage financial support for students in social work education programs.

SECTION 4. To encourage research for the advancement of social work education.

SECTION 5. To represent the interests of the members to the Council on Social Work Education.

SECTION 6. To provide a forum for its members to discuss problems and opportunities for advancement of social work education and research.

SECTION 7. To solicit and accept contributions from the general public and/or public or private institutions or local or federal government agencies, donated to it for the furtherance of a program or programs sponsored by the Corporation.

SECTION 8. To engage in activities in the furtherance of social work education

SECTION 9. To lease, rent, buy, build, contract, own, mortgage, obtain, sell or otherwise dispose of buildings or property needed in the conduct of such facilities or any part thereof and shall do and perform every lawful act and thing necessary, desirable and expedient to be done in carrying on the purposes of the Corporation and to accomplish the end for which the body corporate is formed; and to otherwise perform every lawful act necessary or expedient in the efficient conduct of the Corporation, pursuant to the powers conferred upon it by the laws of the District of Columbia.

Article III- Membership

SECTION 1. The persons signing the Articles of Incorporation as Incorporators shall be the first members of the Corporation, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be proscribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the By-Laws of the Corporation, and shall be deemed to be apart thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

SECTION 2. The chief executive officer of graduate or combined graduate and undergraduate social work degree programs accredited by the Council on Social Work Education, and programs in candidacy with the Council on Social Work Education, shall be eligible for membership. The Chief Executive Officer is that person whose primary responsibility is oversight of the social work programs. The chief executive officer, as described above, shall be the only voting member from each eligible institution. Voting by proxy is prohibited.

SECTION 3. The right or interest of a member shall not terminate except upon the happening of any of the following events: Resignation, expulsion, dissolution, or liquidation of the Corporation.

Article IV- Dues

SECTION 1. Establishment of Dues. Dues and admission fees, if any, for members shall be determined and revised from time to time by the membership, upon recommendation of the Board of Directors when it deems necessary or advisable.

SECTION 2. Delinquency and Cancellation. Any member of the corporation who shall be delinquent in dues for a period of one (1) year from the time dues become payable shall be notified of such delinquency and may be suspended from further services by a majority vote of the Board of Directors at its next regularly scheduled meeting after the one year period.

SECTION 3. Refunds. No dues shall be refunded to any member who membership terminates for any reason.

Article V— Meeting of Members

SECTION 1. The Annual Meeting of members of the Corporation shall be held on such date or dates as shall be fixed from time to time by the Board of Directors of the Corporation. The first Annual Meeting shall be held on a date within twelve (12) months after the formation of the Corporation. Each successive Annual Meeting shall be held on a date not more than twelve (12) months following the preceding Annual Meeting.

SECTION 2. Special meetings of members may be held on such date or dates as may be fixed by the Board of Directors of the Corporation from time to time and by the members on such dates as shall be permitted by law.

SECTION 3. Any Annual or Special Meeting of members may be held at such place within or without the District of Columbia as the Board of Directors of the Corporation may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation.

SECTION 4. Annual or Special Meetings of members may be called by the Board of Directors or by any officer of the Corporation instructed to do so by the Board of Directors, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

SECTION 5. Written notice stating the place, day, and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meetings shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally or by first class mail not less than ten (10) days nor more than forty (40) days before the date of the meeting, to each member at its address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at a meeting, without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member. Any notice of meeting to members relating the election of directors shall set forth any amendments to the By-Laws of the Corporation proposed by the Board of Directors, together with a concise statement of the changes made.

SECTION 6. At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefore, any member who has given written notice to the Corporation, which request shall be made at least ten (10) days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

SECTION 7. Annual Report. At each Annual Meeting of members, the President shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of members. The Annual Report to members shall include a complete list of actions taken by the Board of Directors since the last Annual Meeting, and be mailed to all members 30 days in advance of the Annual Meeting.

SECTION 8. Meetings of the members shall be presided over by the following officers in order of seniority—President, Vice-President, or, if none of the foregoing is in office or present at the meeting, by a Chair to be chosen by a majority of the members in attendance. The Secretary of the Corporation shall act as Secretary of every meeting. When the Secretary is unavailable, the Chair shall appoint a Secretary of the meeting.

SECTION 9. The order of business at all meetings of members shall be as follows (a) Roll Call, (b) Reading of the minutes of the preceding meeting, c) Report of standing committees, (d) Officers' reports, (a) Old business, and (f) New business.

SECTION 10. Quorum. Except as provided by law, the members present shall constitute a quorum at a meeting of members for the transaction of any business. Each member shall have one (1) vote. Except to the extent provided by law, all action shall be by a majority of the votes cast. Whenever the vote of members is required or permitted, such action may be taken without a meeting by setting forth the action to be taken and obtaining the signed consent of a majority of the members entitled to vote. With respect to actions taken by the Board of Directors, such actions may be modified or rescinded by the affirmative vote of 2/3 of the members present and voting at an annual or special meeting.

SECTION 11. Cancellation of Meeting. The Board of Directors may cancel any meeting for cause.

SECTION 12. Rules of Order. The meetings of the members of this Corporation shall be regulated and controlled according to ROBERTS RULES OF ORDER (Revised) for parliamentary procedure, except as may be otherwise provided by these By-Laws.

Article VI- Officers

SECTION 1. Elected Officers. The elected officers of this Corporation shall be a President, Vice-President, Secretary, and Treasurer to be elected by the members at their Annual Meeting and who will serve until their successors have been duly elected and assume office.

SECTION. 2. Qualifications of Office. Only members in good standing shall be eligible for nomination and election to any elective office of this Corporation.

SECTION. 3. Nomination and Election of Offices. The Nominating Committee shall prepare and submit in writing a report to the membership no later than thirty (30) days prior to its Annual Meeting listing a double slate of nominations for each of the four (4) elective officers of the corporation. Any person so nominated shall have given his or her prior consent to nomination and election as an officer. Additional nominations for any office may be made at the meeting.

SECTION. 4. Term of Office. Each elected officer shall take office immediately upon installation and shall serve for a term of two (2) years or until his or her successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee. Elected officers may be reelected to a second term of office not to exceed two consecutive terms.

SECTION. 5. Vacancies/Removal. Vacancies on the Board of Directors shall be filled by election by the membership at the next regularly scheduled annual election for the purpose of filling the vacated term of office only. Vacancies for any officer position shall be filled by appointment by the President from the existing Board of Directors for the purpose of filling the vacated term of office only. The Board of Directors, in its discretion, by a two-thirds (2/3) vote may remove any officer from office for cause.

Article VII - Duties of Officers

SECTION. 1. President. The president shall serve as Chair of both the Board of Directors and Executive Committee. He/she shall also serve as a member, ex-officio, with right to vote, on all committees, The President shall make all required appointments of standing and special committees with the approval of the Board of Directors.

At meetings of the Board of Directors and at such other times as he/she shall deem proper, the President shall communicate to the members of the Board and to the membership such matters and make such suggestions as may in the President's opinion tend to promote the welfare and increase the usefulness of the Corporation. The President shall perform such other duties as are necessary incident to the office of President or as may be prescribed by the Board of Directors.

SECTION. 2. Vice President. The duties of the Vice-President shall be Chairperson of the Program Committee and other duties as delegated to him or her by the Board of Directors or the President. The Vice President shall perform the duties of the President in the event of his/her inability to serve for the duration of the term of the vacated office.

SECTION. 3. Secretary. The Secretary shall be responsible for the proper and legal mailings of notices to members. The Secretary shall see to the proper recording of proceedings of meetings of the Corporation, Board of Directors and all committees; and carry into execution all orders, votes and resolutions, not otherwise committed. The Secretary shall see that accurate records are kept of all members.

SECTION. 4. Treasurer. The Treasurer shall be in charge of the Corporation's funds and records. As Treasurer he/she shall collect all member dues and/or assessments; shall have established proper accounting procedures for the handling of the Corporation's funds and shall be responsible for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Executive Committee. The Treasurer shall report on the financial condition of the Corporation at all meetings of the membership and of the Board of Directors and at other times when called upon by the President.

At the end of each fiscal year, the Treasurer shall prepare an annual report which shall reflect an audit of a certified public accountant. At the expiration of his or her term of office, the Treasurer shall deliver over to his or her successor all books, money, and other property in his or her charge, or in the absence of a successor, shall deliver all properties to the President.

Article VIII - Board of Directors

SECTION 1. Authority and Responsibility. The governing body of this Corporation shall be the Board of Directors. The Board of Directors shall oversee the affairs of the Corporation, including but no limited to its committees and publications; shall determine its policies of changes therein subject to the limitations of these By-Laws; shall actively prosecute its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of powers granted, delegate certain of its authority and responsibility to the Executive Committee.

SECTION 2. The first Board of Directors shall consist of those persons named as the initial Board of Directors in the Articles of Incorporation of the Corporation, and they shall hold office until the first Annual meeting of members, and until their successors have been duly elected and qualify.

SECTION 3. Composition. The Board of Directors shall consist of not less than seven (7) nor more than eleven (11) members, of which the President, Vice-President, Secretary, Treasurer, and immediate past President shall be a part. Any Officer or member of the Board of Directors wishing to run for another office in the organization must resign from their current position.

SECTION 4. Manner of Election and Term. The initial Board of Directors shall be elected at the Annual Meeting by a vote of its members in the following manner: four (4) directors shall be elected to serve for a term of two (2) years and the remaining directors shall be elected to serve for a term of one (1) year or until their successors have been elected and assume office, At the end of the initial term, each director shall be elected to a two (2) year term.

SECTION 5. Nominations. The Nominating Committee, acting in accordance with Article X. Section 1, of these By-Laws, shall present to membership at least thirty (30) days before its Annual Meeting the nominations for a double slate for each seat on the Board. Additional nominations may be made at its Annual Meeting.

SECTION 6. Quorum of the Board. At any meeting of the Board of Directors, no less than four (4) of the members of the existing Board shall constitute a quorum for the transaction of the business of the Corporation and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

SECTION 7. Meetings of the Board. A regular meeting of the Board of Directors shall be held not less than one (1) time during each administrative year at such time and at such places as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of any two (2) Directors, by notice mailed, delivered, telephoned or telegraphed to each member of the Board of Directors not less than seventy-two (72) hours before the meeting is held.

SECTION 8. Voting. Voting rights of a director shall not be delegated to another nor exercised by proxy.

SECTION 9. Voting by Mail or Electronic Mail. Action taken by a mail or e-mail ballot of the members of the Board of Directors, in which at least a majority of such directors, in writing, indicate themselves in agreement, shall constitute a valid action of the Board if reported at the next regular meeting of such Board.

SECTION 10. Absence. Any elected officer or director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these By-Laws; however the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

SECTION 11. Vacancies and Removal. Any vacancy occurring on the Board of Directors between annual meetings shall be filled as provided by these By-Laws. A director so elected to fill a vacancy shall serve the unexpired term of his/her predecessor. The Board of Directors may in its discretion, by affirmative vote of two-thirds (2/3) of its members, remove any director for cause.

SECTION 12. Rule of Order. The meetings of the Board of Directors of this Corporation shall be regulated and controlled according to ROBERTS RULES OF ORDER (Revised) for parliamentary procedure, except as may be otherwise provided by these By-Laws.

SECTION 13. Compensation. Directors shall not receive any compensation for their services.

Article IX - Executive Committee

SECTION 1. Authority and Responsibility. The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these By-Laws, pursuant to delegation of authority to such committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board for ratification by mail or at the next Board meeting.

SECTION 2. Composition and Election. The Executive Committee shall consist of the President as Chairman, Vice President, Secretary, and Treasurer.

SECTION 3. Quorum- Call of Meetings. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Corporation may require, or a meeting shall be called by the Executive Director at the request of two (2) members of the Executive Committee.

SECTION 4. Vacancies. Any vacancy occurring on the Executive committee shall be filled in the manner as provided in Article V, Section 5. Any Committee member so elected to fill a vacancy shall serve the unexpired tem of his predecessor.

Article X — Special and Standing Committees

SECTION 1. Nominating Committee. The Nominating Committee shall consist of seven (7) members, six (6) of whom shall be members of the Corporation who are not members of the Board during their tenure on the Nominating committee. Each member is to be representative of one of the six (6) regional accrediting areas as defined by the Commissioner of Higher Education Accreditation. New England, Middle States Southern, North Central, North West, and West. The seventh (7th) member shall be a member of the Board of Directors, appointed by the President, and shall serve as the Chair of the Nominating Committee.

Committee members shall be elected to serve for a term of two (2) years. Members may serve two (2) consecutive terms. Nominations for membership shall be made by the prior Nominating Committee, with a double slate of candidates for each position to be filled. The Committee shall present this slate to the membership at least thirty (30) days before its Annual Meeting. Additional nominations to the Nominating committee may be made at the Annual Meeting.

Membership on the Committee shall revolve with half of the members being replaced each year. Initially three (3) for two-year terms.

The six elected members of the Nominating Committee are not eligible for nomination for another office, thus assuring greater adherence to basic democratic process.

The Nominating Committee shall invite suggestions from the membership for those directorships which are vacant or about to expire, allowing at least thirty (30) days for suggestions. The Nominating Committee shall then nominate one slate of candidates for the required directorships of the Corporation as provided in these By-Laws and report such nominations to the membership at least thirty (30) days before its Annual Meeting by the regular members as these By-Laws prescribe.

SECTION 2. Budget and Finance Committee. The Budget and Finance Committee shall consist of the President, Vice President, Treasurer and the immediate past President, if applicable. The Treasurer shall serve as Chair. The committee shall counsel with the Executive Director, if that position is filled, on the annual budget of the Corporation and prepare recommendations for the Board of Directors. The committee may perform such other duties in connection with the finances of the Corporation as the Board may determine from time to time.

SECTION 3. Special Committee. The President, with the approval of the Board of Directors, shall appoint such other committees, subcommittees or task forces as are necessary and which are not in conflict with other provisions of these By-Laws, and the duties of any such committees shall be prescribed by the Board of Directors upon their appointment.

SECTION 4. Program Committee. The Program Committee shall be chaired by the Corporation's Vice President. The past Vice President and three additional members appointed by the President in consultation with the newly elected Vice President will constitute its membership.

The Program Committee is responsible for planning the location and program of meetings of the Corporation. The Committee will periodically survey the membership to ascertain site and program preferences.

Article XI- Executive and Staff

SECTION 1. Appointment. The Board may employ a salaried staff head who shall have the title of Executive Director and whose term and condition of employment shall be specified by the Board.

SECTION 2. Authority and Responsibility. The Executive Director shall manage and direct all activities of the Corporation as prescribed by the President with the advice and consent of the Board of Directors, and shall be responsible to the Board. He/She shall employ and may terminate the employment of members of the staff necessary to carry on with work of the Corporation and fix their compensation within the approved budget and policies established by the Board of Directors. As Executive Director, he/she shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall, in his/her judgment, be in the best interest of the Corporation.

Article XII - Finance

SECTION 1. Fiscal Period. The fiscal period of the Corporation shall be prescribed by the Budget and finance Committee with the approval of the Board of Directors.

SECTION 2. Bonding. Trust or surety bonds shall be furnished by the President, Secretary, Treasurer, Executive Director and such other officers or employees of the Corporation as the Board shall direct. The amount of such bonds shall be determined by the Board and the cost paid by the Corporation.

SECTION 3. Budget. With recommendations of the Budget and Finance Committee, the Board shall adopt in advance of the next fiscal period an annual operating budget covering all activities of the Corporation.

The Treasurer shall furnish the membership within sixty (60) days following the end of each fiscal period a financial report for the year just completed.

SECTION 4. Audit. The accounts of the Corporation shall be audited not less than annually by a certified public accountant who shall be appointed by the President with the approval of the Board and who shall provide a report to the Board of Directors.

SECTION 5. Indemnification of Directors and Officers. The Corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings for a wrongful act by reason of the fact that he/she is or was a director or officer of the Corporation, acting within the scope of his/her authority and duties on behalf of the Corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonable incurred by him/her in connection with such action, suit, or proceedings upon a determination that he/she acted in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to have committed a dishonest act in the performance of his/her duty to the Corporation. Any indemnification shall be made by the Corporation only as authorized in the specific case by a determination that indemnification is proper in the circumstances, which determination shall be made by a majority vote of those members of the Board of Directors who were not parties to such action, suit, or proceedings, or in the absence thereof, by written opinion of counsel of the Corporation.

Expenses incurred in defending a civil or criminal action, suit, or proceedings shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceedings to the extent, if any, authorized by the Board of Directors in accordance with applicable law of the District of Columbia or Federal Government, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Section.

Article XIII- Dissolution

SECTION 1. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of organization or organizations organized and operated exclusively for charitable, educational, religious,, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code of 954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine Any such assets not so disposed of shall be disposed of by the Superior Court of the District of Columbia or by and other appropriate court of the county in which the principal office of the Corporation is then

located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article XIV— Amendments

SECTION 1. These By-Laws may be amended or repealed by a two-thirds (2/3) vote of the members present at any of its meetings duly called, notice of such proposed changes having been sent in writing to the members thirty (30) days before such meeting.