

By-Laws of the National Association of Deans and Directors of Schools of Social Work (NADD)

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 (to be known as NADD), 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 conduct all functions necessary for the advancement and administration of the corporation and to perform all acts necessary to comply with the laws to which the corporation is subject.

Article III — Membership

SECTION 1. Membership is open to graduate or combined graduate and undergraduate social work degree programs accredited by the Council on Social Work Education or the Canadian Association for Social Work Education, and programs in candidacy with the Council on Social Work Education or the Canadian Association for Social Work Education, as represented by the chief executive officer. 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 2. The right or interest of a member program shall not terminate except upon the happening of any of the following events: Resignation, expulsion, dissolution, or liquidation of the Corporation, the non-payment of dues, loss of accreditation, or failure to complete the accreditation process. The Board shall establish a procedure by which it gives notice of suspension of membership and method for reinstatement to a member.

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. A member of the corporation who remains delinquent in payment of dues for a period of 90 days without good cause shall be suspended from membership and the privileges of membership.

SECTION 3. Refunds. No dues shall be refunded to any member program whose membership is suspended or 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. Each Annual Meeting shall be held during the year following the last annual meeting in the twelfth (12th) month after the last 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 or electronically 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 place or time, or in the event such 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.

- A. Annual Meeting. Notice 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.
- B. Special Meetings. Notice shall state the purpose or purposes for which the meeting is called. Only the business stated in the Notice of Meeting may be transacted thereat.
- C. Notice of Meeting shall be given electronically not less than ten (10) days nor more than forty (40) days before the date of the meeting, using addresses of each Chief Executive Officer as provided to the Corporation. Notice is recognized when receipts for electronic communication are returned.
- D. Adjournment. 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.
- E. Waiver of Notice. 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 at a meeting, without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member.

Section 6. A list of current members of the Corporation in good standing shall be made available at its website at least ten (10) days prior to any meeting. This list shall be evidence of the right of the chief executive officer of each member program to 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 description of income and expenditures, a complete list of actions taken by the Board of Directors since the last Annual Meeting, and it shall be posted on the Corporation's website.

SECTION 8. Meetings of the members shall be presided over by the following officers in order of seniority— President, Vice President, or, if neither of the foregoing is in office or present at the meeting, by a Chair to be chosen by the President, or if unable to act, by a Chair chosen by the Vice President. The Secretary of the Corporation shall act as Secretary of every meeting. When the Secretary is unavailable, the President or Chair shall appoint a Secretary of the meeting.

SECTION 9. 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 in good standing 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 an in person meeting by the scheduling of an electronic meeting and obtaining the consent of a majority of those entitled to vote. The meeting and voting process shall be conducted under a procedure established by the Board of Directors.

SECTION 10. Cancellation of Meeting. The Board of Directors may cancel any meeting for cause.

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 chief executive officers of member programs in good standing shall be eligible for nomination and election to any elective office of this Corporation.

SECTION 3. Term of Office. Each elected officer shall take office immediately upon installation and shall serve for a term of three (3) years or until his or her successor is duly elected. 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 4. Vacancies/Removal. Vacancies for any officer position shall be filled in the interim by appointment of the President from among 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 Board Member from office for cause, as defined in the procedures established by the Board for removal.

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 of income and expenditures. 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 not 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. Composition. The Board of Directors shall consist of not less than seven (7), nor more than eleven (11) elected members, of which the President, Vice-President, Secretary, and Treasurer 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 his or her current position.

SECTION 3. Ex-Officio Members. Upon recommendation of the President, the Board may appoint up to two *ex-officio* members who shall serve without the right to vote for a term to run concurrent with that of the appointing president.

SECTION 4. Manner of Election and Term. Each elected director shall be elected to a three (3) year, staggered term.

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

SECTION 6. Quorum of the Board. At any meeting of the Board of Directors, one more than half 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 electronically mailed to each member of the Board of Directors not less than seventy-two (72) hours before the meeting is held.

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

SECTION 9. Absence. Any elected officer or director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors without good cause shown may be requested by a two-thirds (2/3) vote of the Board to 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 10. Vacancies and Removal. Any vacancy occurring on the Board of Directors, not including officers, shall be filled by election by the membership as outlined in Article VI, Section 4. 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 11. Compensation. Directors shall not receive any compensation for their services. Directors may be reimbursed for expenses incurred in their service to the Board.

Article IX — Executive Committee

SECTION 1. Authority and Responsibility. The Executive Committee may act in place and stead of the full Board of Directors between Board meetings on all matters, except those specifically reserved to the full 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 full Board for ratification electronically, 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 any two (2) members of the Executive Committee may call for a meeting of the Committee

SECTION 4. Vacancies. Any vacancy occurring on the Executive committee shall be filled in the manner provided in Article VI, Section 4.

Article X — Standing and Special Committees

Committee members shall be elected to serve for a term of three (3) 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 the election is to be held.

Membership on the Committee shall revolve with one third (1/3) of the members being replaced each year.

The six elected members of the Nominating Committee are not eligible for nomination for another office in the Corporation while serving on the Nominating Committee.

The Nominating Committee shall meet to develop suggestions for those directorships that are vacant or about to expire. The Nominating Committee shall then nominate a double 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 prior to its scheduled election.

SECTION 2. Budget and Finance Committee. The Budget and Finance Committee shall consist of the President, Vice President, Treasurer and two members of the Corporation who are not directors during their tenure on the Committee. The Treasurer shall serve as Chair. The committee shall, in concert with the Treasurer, will develop 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. Program Committee. The Program Committee shall be chaired by the Corporation's Vice President. Any members of the Corporation who wish to participate in the Committee shall 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.

SECTION 4. Special Committees. 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.

Article XI — Staff

SECTION 1. Appointment. The Board may retain the services of individuals to assist with the conduct and operations of the Corporation and whose term and condition of service shall be specified by the Board.

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. Audit. The accounts of the Corporation shall be audited 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 3. Indemnification of Directors and Officers. The Offices and Directors for the Corporation shall be indemnified to the full extent permitted by law as long and to the extent covered by the Corporation's insurance, as long as their actions were taken in good faith, within the scope of their authority and are not acts of willful misconduct or transactions from which they improperly benefited.

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 X111 – 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 the organization's assets to an 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 1986 (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 electronically to the members at least thirty (30) days before such meeting.

Article XV – Rules of Order

SECTION 1. The meetings of the Board of Directors and 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 in these By-Laws.