

BERTHA CAPEN REYNOLDS SOCIETY, INC. (D/B/A SOCIAL WELFARE ACTION ALLIANCE) BYLAWS

ARTICLE I: PURPOSES

The Alliance's purposes are to promote and foster the study and practice of the progressive tradition in social welfare and social work. The Alliance is based on key principles that reflect a concern for human rights, social justice, peace and coalition building with progressive social movements.

ARTICLE II: MEMBERSHIP

A. Generally: Membership in the Alliance shall be open to individuals who subscribe to the purpose of the organization as set forth in ARTICLE I of these bylaws, who pay dues in an amount set by the National Steering Committee (also known as NSC or Steering Committee), and who accept the obligations and responsibilities spelled out in these bylaws.

B. Dues: Annual dues shall be set by the National Steering Committee. Individual dues may be set at differing amounts according to categories such as regular, student, retired or unemployed.

C. Termination of Membership: The National Steering Committee shall have the power and responsibility after a hearing in accordance with an approved set of due process protections to terminate membership of any member for behavior in conflict with the purposes of the organization.

ARTICLE III: LOCAL AND REGIONAL CHAPTERS

A. Generally: Chapters shall be the organizational unit of the Alliance and are intended to provide an opportunity and vehicle for Alliance members to conduct activities consistent with the purposes of the Alliance as outlined in ARTICLE I. Any chapter must comply with any governing state law concerning Not-For-Profit Corporations. Local chapters operate under the Bylaws of the national organization and are not to create their own Bylaws.

B. Forming Chapters: When there are five (5) dues paying members in a city or region, those members may form a chapter.

C. Powers and Responsibilities of Chapters: The chapters shall organize projects and activities consistent with the purposes of the corporation and consistent with applicable state and federal law; convene meetings at least twice a year; shall elect a representative to the National Steering Committee; and maintain a membership of at least five dues paying members to maintain status as an active chapter. The National Steering Committee should be kept informed of chapter projects and activities in a regular fashion.

D. Chapters may be geographically based (including campus based) or issue based. The framework for issue-based chapters will be areas of social justice/human rights activism as specified in the Declaration of Human Rights and must be clearly stated in the formation of the chapter.

ARTICLE IV: NATIONAL STEERING COMMITTEE (NSC)

A. Composition and Characteristics of the Steering Committee: Membership on the Steering Committee shall meaningfully represent geographic location, race, ethnic origin, religion, gender, sexual orientation, physical disability and knowledge about and/or involvement in the field of social welfare.

The Steering Committee shall be comprised of four classes of members:

1. Members elected at-large;
2. Members elected by the chapters. Chapters shall be entitled to one Member for each one hundred (50) Alliance members or part thereof enrolled in that chapter. Members may be a voting member for only one chapter, but can be a member of more than one issue-based chapter. They must select which chapter they affiliate themselves with for voting purposes.
3. Chairpersons and co-chairpersons of standing committees if not already serving in another capacity; and
4. Members serving as officers of SWAA. Officers may constitute an executive committee able to make decisions for the organization when a meeting of the whole NSC is not feasible. Three fourths of the officers will constitute a quorum

The matter will be referred to the next full steering committee for a confirmatory vote.

The National Steering Committee shall have no more than twenty-five (25) and no less than seven (7) members. It shall consist of one delegate for each chapter, officers of the steering committee, committee chairs and co-chairs, and up to 5 members at large. The size may be increased or decreased within these parameters by a majority vote of the Steering Committee.

B. Term of Office: The term of office for the officers of the National Steering Committee shall be two years starting at the beginning of a calendar year. Other members of the steering committee will be given the option of rotating off the steering committee after two years.

The general membership will be notified when positions are open and at the end of each year the membership will be asked to register their interest in being on the NSC.

C. Meetings of the National Steering Committee: The first meeting of the National Steering Committee shall take place at the annual meeting. The Steering Committee shall subsequently establish a meeting schedule the beginning of each fiscal year, with a minimum of one membership event each year, one steering committee meeting each year and conference calls as needed. A quorum at Steering Committee meetings shall be fifty per cent (50%) of the total Steering Committee.

The schedule of meetings of the National Steering Committee shall be made known to the membership. Any Alliance member in good standing shall have the right to attend meetings of the National Steering Committee, though not to vote in

its deliberations. Meetings of the National Steering Committee shall be arranged so as to maximize the possibility of members in the diverse geographic regions of the Society attending such meetings.

Special meetings may be called by the chairperson upon seven (7) days' notice, either verbally or in writing; or by three (3) members of the Steering Committee who request in writing that the chairperson call a special meeting.

D. Election of Steering Committee Members:

At-large Steering Committee members shall be elected by mail or electronic ballot of the members whose current dues are paid. The election shall be conducted by the National Steering Committee's Nomination Committee.

The election procedure shall provide for nomination of candidates by a petition of the members in addition to nomination by the Nomination Committee.

Steering Committee members representing chapters shall be elected by Alliance members who belong to that chapter at a meeting called for the purpose of electing representatives to the Steering Committee

E. Responsibilities of the National Steering Committee:

The responsibilities of the National Steering Committee shall be:

1. to foster programs and other activities that seek to accomplish the objectives of the Alliance as set forth in the Statement of Purposes (Article I);
2. to review the financial standing of the Alliance and approve each year a budget and plans for raising necessary operating funds and to set dues;
3. to establish standing and ad hoc committees necessary to carry out the work of the Alliance and the Steering Committee;
4. to communicate regularly with the members and the chapters on the state of the Alliance and to communicate actions of the Steering Committee to the members and the chapters by mail, e-mail, and or the SWAA website.
5. to develop linkages with other organizations reflecting the breadth and diversity of the social welfare field;
6. to hire staff, when appropriate and feasible, to carry out the purposes of the organization; said staff shall be accountable to the Steering Committee;
7. to provide support to chapters of the Alliance and determine, upon the development of appropriate procedures, the continuation of the affiliation of such chapters with the Alliance;
8. to amend these bylaws, on thirty (30) days' notice to the Steering Committee, by two-thirds (2/3) vote of the steering committee.
9. Members of the Steering Committee who are chosen by a chapter shall have the additional responsibility of reporting on their activities to at least two (2) chapter meetings each calendar year.

F. Removal of Steering Committee Members: The office of Steering Committee member may be declared vacant by the National Steering Committee upon the failure of such member to attend two (2) consecutive Steering Committee meetings or due to their inability to carry out responsibilities. Any Steering Committee member may be removed for conduct considered prejudicial to the organization by a vote of two-thirds (2/3) of the Steering Committee but only after notice has been given and a hearing has been held. Steering

Committee members representing chapters can also be removed by a two-thirds (2/3) vote at a chapter meeting called by fifteen per cent (15%) of chapter members for the purpose of removal. The removal of members of the National Steering Committee for conduct considered prejudicial to the organization shall be undertaken with full regard for the protection of due process rights of said member.

G. Officers of the National Steering Committee:

The officers of the Steering Committee shall be a chairperson, vice-chairperson, secretary and treasurer. Any of the officer positions may be carried by members in a shared or co-relationship.

1. The duties of the chairperson shall be to preside at meetings of the members and at meetings of the Steering Committee, and to be the chief officer of the Alliance. The chairperson may designate rotating members to chair steering committee meetings.

2. The duties of the vice-chairperson shall be to assist the chairperson and to assume those responsibilities delegated by the chairperson. In the absence of the chairperson or co-chairpersons, or if the chairperson or co-chairperson is/are unable to perform her/his/their duties, the vice-chairperson shall assume the responsibilities of the chairperson.

3. The duties of the secretary shall be to keep the written record of the business of the National Steering Committee and to provide notice of all meetings.

4. The duties of the treasurer shall be to oversee the keeping of the financial books of the Alliance. The treasurer shall also submit an annual budget for review and approval by the Steering Committee, interim budgets as needed, and a budget report at steering committee meetings.

5. Officers of the Steering Committee shall be elected at the end the calendar year for the next year from among the Steering Committee members serving at that time and shall serve for terms of two (2) years. Vacancies shall be filled by the Nominating Committee.

H. Committees:

1. The standing committees shall be:

a. Nominating- shall be to solicit nominations for at-large membership on the National Steering Committee. The committee shall also provide guidance for the creation of procedures for the election of chapter representatives to the Steering Committee

b. Membership – shall maintain the list of dues paying SWAA members, receive dues and membership forms, engage in member recruitment and communicate with membership about various SWAA matters as needed.

c. Website and Newsletter-shall build and maintain the website. Oversee the posting of website material including announcements, articles, and periodic newsletters.

2. Other Committees. The National Steering Committee may designate other committees to carry out work related to property, business, program or other concerns of the Alliance. The powers and duties of such committees will be subject to

these bylaws. Each committee shall make its recommendations to the Steering Committee for review and approval.

3. Appointment to Committees: The chairperson and members of the Standing Committees shall be appointed by the chairperson of the Steering Committee upon the advice and consent of the Steering Committee.

All standing committees shall consist of members of the Steering Committee and other members of the Alliance. Committee appointments shall be for one (1) year unless otherwise specified.

ARTICLE V: MEMBERSHIP MEETINGS

- A. The Alliance shall convene its membership annually in person or electronically.
- B. The chairperson of the Steering Committee shall report at the annual meeting on the state of the Alliance. The meeting will also hear from the treasurer, the committees, and the chapters on their activities.
- C. All individual members whose dues are paid as of the time of the annual meeting are entitled to participate and vote in the deliberations of the annual meeting.
- D. It shall be the responsibility of the annual meeting to recognize chapters and to make decisions regarding the formation and dissolution of chapters
- E. Proposals for program, Alliance priorities, organizational direction, bylaw amendments, and other policy and business matters may be discussed and adopted at the annual meeting and are presented as recommendations for action to the chapters and National Steering Committee.
- F. Notices of meetings other than special meetings shall be given by mail or electronic communication at least four (4) weeks in advance to the addresses of each individual member as recorded in the files of the Alliance. Notice of special meetings shall be given as far in advance as circumstances permit and by the most rapid means possible, including telephone. Notice of meetings made by telephone shall also be sent by mail or electronic communication.
- G. Special meetings may be called at any time by the chairperson of the Steering Committee or upon petition of twenty per cent (20%) of the members in good standing.

ARTICLE VI: POLICY STATEMENTS

A. Individual members retain their autonomy and distinct identities and are the whole arbiters of their own positions, policies and programs.

B. Only authorized spokespersons of the Alliance or one of its chapters will be permitted to issue statements in the name of the Alliance on those matters which are in consonance with its objectives, its bylaws, and the wishes of its memberships.

ARTICLE VII: RATIFICATION

These bylaws must be ratified by a majority vote of the initial Directors of the Corporation.

ARTICLE VIII: AMENDMENT

These by-laws may be amended by a 2/3 vote of the National Steering Committee upon 30 days' notice.

ARTICLE IX: MISCELLANEOUS

A. Fiscal Year: The fiscal year of the Alliance shall be January 1 to December 31.

B. Relation to Articles of Incorporation: These bylaws are subject to, and governed by, the certificate of incorporation.

The above bylaws for the Social Welfare Action Alliance formerly Bertha Capen Reynolds Society, Inc. is a true and conformed copy of the bylaws adopted at the initial meeting of the incorporators held on February 28, 1988 and amended at the Steering Committee meeting of October 26, 2008 and *on* October 30 2016.

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