

New York State Society for Clinical Social Work, Inc.

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BY-LAWS

2024

**BY-LAWS
NEW YORK STATE SOCIETY FOR
CLINICAL SOCIAL WORK, INC.**

**Article 1
Name**

This professional organization shall be known as the New York State Society for Clinical Social Work, Inc.

**Article 2
Purposes**

The purposes of this Clinical Society are:

- A. To protect the rights of clinical social workers to practice that for which they are trained.
- B. To establish and maintain high standards of professional education and practice.
- C. To promote post-graduate and/or advanced training in clinical social work practice, teaching, administration and research.
- D. To promote clinical social work throughout the state through the formation of local chapters.
- E. To coordinate the activities of all the chapters and serve as liaison between them.
- F. To collaborate with other professional organizations on national, state and local levels in furthering our common interests and goals and to establish liaison with appropriate governmental bodies.
- G. To collaborate with other social work and clinical social work organizations in order to address issues of mutual concern and to further our common goals.
- H. To inform the general public of the specialized skills of clinical social workers.

**Article 3
Membership**

Section 1. Categories

The categories of membership of the Clinical Society and their respective requirements are:

- A. Fellow

1. Master's degree in social work from a Council on Social Work Education accredited school of social work or doctoral degree in social work from an accredited social work doctoral program.
2. New York State licensure as a licensed clinical social worker.
3. A minimum of seventy-five (75) hours of organized post graduate didactic clinical training relating to clinical social work.
4. Either a minimum of 200 hours of personal psychotherapy or certification as a Board-Certified Diplomate by the American Board of Examiners in Clinical Social Work or having been granted the "R" endorsement on his or her license by the New York Board of Directors for Social Work.

B. LCSW Member

1. Master's in social work from a Council on Social Work Education accredited school of social work or doctoral degree in social work from a social work doctoral program.
2. LCSW members may vote, serve on the Board of Directors or Chapter Boards and, chair and serve on committees.

C. LMSW Member

1. Holds a license to practice as a master's level Social Worker in New York State.
2. LMSW members may neither vote nor serve on the Board of Directors or Chapter Boards or chair committees. They may attend meetings.

D. BSW Member

1. A graduate of a Council on Social Work Education accredited school of social work, who has earned a Bachelor of Science degree in social work and plans to attain the LCSW.
2. BSW Members may neither vote nor serve on the Board of Directors or Chapter Boards or chair committees. They may attend meetings.

E. Student Member

1. A current master's degree student in good standing at a Council on Social Work Education accredited school of social work or a current doctoral degree student in good standing at a doctoral social work program who has not previously earned a master's degree in social work.
2. Students who join the Clinical Society as student members before securing their master's or doctoral degree in social work, may renew at the Student Member rate for one year following graduation.
3. An applicant who has a master's or doctoral degree in social work but who does not meet the requirements for Fellow, LCSW or LMSW Member, may join as a Student Member and may remain a Student Member for one (1) year.
4. Student Members may neither vote nor serve on the Board of Directors, Chapter Boards or chair committees. They may attend meetings.

F. Platinum Member

1. Meet the requirements for fellow or member of the Clinical Society.
2. Be seventy (70) years of age with fifteen (15) years membership in the Clinical Society.

G. Affiliate Member

1. An interested person who does not meet the requirements for another class of membership in the Clinical Society and who wishes to support the purposes and goals of the Clinical Society.
2. Affiliate members may neither vote nor serve on the Board of Director or chapter boards or on committees, but may attend meetings.

H. Organization/Institute Member

1. An Organization or Institute that has an interest in supporting the practice of Clinical Social Work.

Section 2. Privileges and Obligations

- A. Fellows and LCSW members have full voting privileges, may be elected to office, and may chair and serve on all committees of the Clinical Society.
- B. LMSW members, BSW members, Student members and platinum members may serve on committees of the Clinical Society and may attend all Clinical Society meetings.
- C. Members of every category shall receive a copy of the Clinical Society's By-Laws and Code of Ethics at the time they join the Clinical Society and thereafter, upon request.
- D. Members of every category are responsible for payment of the applicable membership dues.
- E. Fellows may be nominated and awarded the honor of Diplomate if they meet the following qualifications:
 1. Eight (8) years clinical social work experience.
 2. A minimum of seventy-five (75) hours of organized post graduate didactic clinical training relating to clinical social work beyond that required for Fellow status in the Clinical Society, or its equivalent as determined by the Board of Directors.
 3. Five (5) years as a Fellow of the Clinical Society.
 4. Fulfillment of one of the following qualifications:
 - a) Fellows who have been recognized for their distinguished contribution to the field of clinical social work in at least two of the following areas:
 1. Teaching in an area related to clinical social work.
 2. Publishing in the field of clinical social work or in a related area.
 3. Verifiable research in the field of clinical social work or in a related area.
 4. Innovation in clinical social work education or service.
 - b) Fellows whose leadership in the Clinical Society has been outstanding and consistent on both the state and chapter levels.

1. As a member of the Board of Directors or as a member of a committee of the Board of Directors, one must have demonstrated effectiveness, initiative, responsibility, dedication in carrying out one's duties, and
2. On a chapter level, one should have contributed to the chapter's growth, have enhanced the image of the Clinical Society or have presented a totality of contributions in more than one area of the Clinical Society.

5. Diplomate status may be recommended by the respective chapters or by the Board of Directors Executive Committee. Such recommendations shall be evaluated by the Executive Committee, whose recommendations shall be submitted to the Board of Directors. The Board of Directors shall review the recommendations and if criteria are met a vote will be taken. An affirmative vote by seventy-five percent (75%) of those Board of Director members present and voting shall be required for approval.

Section 3. Applications and Renewal

- A. The Executive Committee shall have the ultimate responsibility for acting upon each application. In its discretion, it may determine that an applicant's training and/or experience merits waiver of any one or more membership requirements.
- B. Applicants shall be required to join at the highest membership category for which they qualify.
- C. Applicants may affiliate with one chapter as their primary affiliation and for an additional fee per chapter, may affiliate with other chapters. Voting privileges are granted to the member only in the chapter indicated as the primary affiliation.
- D. Membership applications shall remain permanently on file with the Clinical Society.
- E. Annual membership renewal shall occur automatically upon payment of dues to the Clinical Society.
- F. Each application for membership or renewal of membership shall include a statement that by making such application, the applicant agrees to abide by the Clinical Society's Code of Ethics.

Section 4. Termination of Membership

- A. Any member in good standing may resign by submitting a letter of resignation to the Executive Committee.
- B. Any member may be expelled from the Clinical Society for engaging in unethical or unprofessional behavior. A determination of unprofessional or unethical behavior made by the New York State Office of the Professions, Board of Social Work, against a member of the Clinical Society will be referred to the Executive Committee. Upon review the Executive Committee may decide to refer all allegations or determinations of unprofessional or unethical behavior against a Clinical Society member, to legal counsel for review and recommendation regarding expulsion from the Clinical Society. The complaint and the written advice of counsel will be shared with the Ethics and

Professional Standards Committee. The recommendation of legal counsel will be given to the Board of Directors for final disposition by vote.

- C. Any member of the Clinical Society may be terminated for non-payment of dues if they are not paid by January 31 of the renewal year.

Section 5. Reinstatement

- A. Any member who has resigned in good standing or who has been terminated for non-payment of dues, may be reinstated at any time upon payment of current dues.
- B. Any individual who has been suspended may apply in writing, to the Executive Committee and to the Committee on Ethics and Professional Standards for consideration of reinstatement.

Article 4 Membership Meetings

Section 1. General Membership Meetings

There shall be at least one general membership meeting in each calendar year to carry forth the purposes of the Clinical Society. The membership of the Clinical Society shall be informed of general membership meetings at least fourteen (14) days prior to such meetings.

Section 2. Special Membership Meetings

- A. Special membership meetings may be called by the President at any time.
- B. Additionally, a majority of Board of Director members may request that the President call a special membership meeting within a month of receipt of the request.
- C. Members shall be informed of the date and purpose of any special membership meeting at least five (5) days prior to such meeting.

Section 3. Quorum

At all general membership and special membership meetings of the Clinical Society, ten percent (10%) of the voting membership shall constitute a quorum.

Article 5 Executive Committee

Section 1. Composition

The Executive Committee shall consist of the President, First Vice-President, Second Vice-President, Secretary and Treasurer. The Immediate Past President shall serve as a member of the Executive Committee until he or she is replaced by the newly elected President-Elect, who shall, as President-Elect, serve as a member of the Executive Committee until he or she assumes the office of President at the end of the President's term. Each member of the Executive Committee shall have and may cast one vote at meetings of the Executive Committee

Section 2. Duties

- A. The President shall be the chief executive officer of the Clinical Society and shall preside at all state membership meetings and meetings of the Board of Director. He or she shall provide professional leadership to the Clinical Society and shall be responsible for the coordination of all its functions and for taking reasonable care to assure that the functions and policies of the Clinical Society are effectively and efficiently carried out as set forth in these by-laws, in the actions of the Board of Director, and in accord with the established customs of the Clinical Society. The President shall designate the chairpersons of the standing, special and standing practice committees. He or she may also appoint the chairperson and members of ad hoc committees with the approval of the Board of Director. The President shall keep informed of the activities of all committees and chapters.
- B. The First Vice-President and the Second Vice-President shall assist the President in the discharge of his or her duties.
- C. The Secretary shall take minutes of all Board of Director, general membership and special membership meetings of the Clinical Society.
- D. The Treasurer shall have the full responsibility for the handling of the Clinical Society's funds and shall hold them in the name of the Clinical Society in such a manner as the Board of Director shall direct. He or she shall verify that appropriate tax forms are filed by the Clinical Society's accountant.

Article 6 Board of Directors

Section 1. Composition

The Board of Directors shall consist of the Executive Committee, five (5) Members-at-Large and the Chapter Presidents and/or an elected voting representative of a chapter. The Members-at-Large shall perform functions at the request of the Clinical Society President. The Chapter Presidents will represent the needs of their members and coordinate the activities of their chapters. The Board of Directors is the governing body of the Clinical Society.

Section 2. Voting

Ten voting members and at least two-thirds (2/3) of the eligible votes need to be present for a quorum. Each member of the Board shall have one vote. Each chapter will be represented either by the chapter's president or by a voting representative designated by the chapter. Those chapters with more than 100 members are entitled to additional votes. Chapters with 101-250 members are entitled to one (1) additional vote. Chapters with 251-500 members are entitled to two (2) additional votes. Chapters with more than 500 members are entitled to three (3) additional votes. Chapter size shall be determined as of June 30 of each year and shall include all members of the chapter, in any membership category, whose annual dues are fully paid as of that date.

The President shall preside over the Board of Director Board and shall vote only in the event of a tie vote.

Section 3. Terms of Office

- A. All officers and members-at-large are elected for a two (2) year term except the Clinical Society's President who is elected to a three (3) year term.
- B. The First Vice-President, Treasurer and three (3) Members-at-Large will be elected in the Fall of the odd numbered years. The Secretary, Second Vice-President and two (2) Members-at-Large will be elected in the Fall of the even numbered years. The President-Elect will be elected in the Fall of the second year of the outgoing President's term. Terms of office begin January 1 of the following year.
- C. All officers and members-at-large may not be elected in the Clinical Society's annual election to more than two (2) consecutive terms in the same office.
- D. No more than one member-at-large may come from any one chapter.
- E. Any member of the Board of Directors may resign by submitting a letter of resignation to the Executive Committee. The Board of Directors shall have the power to remove from office any officer or member of the Board for failure to carry out the duties of his or her office, or for failure to adhere to these by-laws.
- F. Removal of any Board of Director officer or member must be endorsed by at least seventy-five percent (75%) of the voting members present at the State Board meeting at which this matter is voted on.
- G. Vacancies occurring on the Board of Directors other than the President, President-Elect and chapter presidents, shall be filled by a majority vote of the Board upon submission of candidates by the State Nominating Committee. Any vacancy shall be filled within sixty (60) days of the vacancy and the term of the person filling such vacancy shall run for the balance of the term of office of the member of the Board being replaced.
- H. If the office of President should become vacant, the First Vice-President shall assume the office of President for the balance of the President's term.
- I. If the office of President-Elect should become vacant, such position shall be filled within sixty (60) days by a majority vote of the Board upon submission of candidates by the State Nominating Committee. The term of the person filling such vacancy shall run until December 31 of the year in which the vacancy occurs, after which First Vice-President Elect shall assume the office of President commencing January 1.

Section 4. Eligibility for Office

All fellows and members who are Licensed Clinical Social Workers are eligible to serve on the Board of Directors. To be eligible to serve as President or First Vice- President, one must have already served as an officer on the Board of Directors. No person may hold more than one voting position on the Board of Directors at the same time.

Section 5. Powers and Duties

- A. The Board of Directors are directly and solely responsible to the membership of the Clinical Society.
- B. The Board of Directors shall have general charge of all affairs, funds and functions of the Clinical Society. They shall have full powers to carry out the purposes of the Clinical Society according to these by-laws.

- C. Regular meetings of the Board of Directors shall be held at least four (4) times a year. Additional meetings may be held at the discretion of the President or when five (5) members of the Board of Directors request that an additional meeting be scheduled. Board members will receive seven (7) days' notice of all meetings of the State Board, as well as notification of the agenda to be discussed. Notification may be provided in writing or by phone.
- D. The Board of Directors shall determine the interpretation to be placed on these by-laws after study and recommendation presented to the Board by the By-Laws and Procedural Manual Committee.
- E. The Board of Directors shall have the power to fix all dues and charges for all categories of membership.
- F. A limit on expenditures for items that were not included or which are later determined to have been inadequately funded in the Clinical Society's annual budget (discretionary expenditures) will be set each year by the Board of Directors in conjunction with adoption of the annual budget. Any expenditure of funds consistent with this discretionary limit is subject to presidential approval, in consultation with the treasurer, chapter presidents and committee chairs who may be directly affected. Expenditures in excess of these discretionary limits must be approved by the Executive Committee, in advance, and then reported to the Board of Directors at the next regularly scheduled Board of Directors meeting.

Article 7

Nominations and Elections

Section 1. Nominating Committee

- A. The Nominating Committee shall consist of one (1) representative from each of the chapters and a chairperson appointed by the President, who is also a member of the Board of Directors. The President shall appoint a chairperson of the nominating committee no later than March 1. The chairperson of the nominating committee shall solicit nominations for the positions that are to be filled effective January 1 of the following year from each chapter president and/or voting representative, officers and members- at-large.
- B. The Nominating Committee shall have the responsibility for the selection of candidates who, to the extent possible shall reflect the diversity of the membership.
- C. The slate of nominations with a statement of notification outlining the procedure for a candidate to be included on the ballot by petition will be sent by email to all eligible voting members of the Clinical Society ninety (90) days prior to the election. Additional names of candidates for any elected office may be placed on the ballot by submission to the Nominating Committee of a petition signed by ten (10) members in good standing.
- D. All nominees must submit to the Nominating Committee, no later than sixty (60) days prior to the annual election of officers, a written statement indicating their willingness to serve.

Section 2. Election Committee

The Election Committee shall consist of one (1) representative from each chapter and a chairperson appointed by the President. No member of this committee may run for office.

The function of the Election Committee is strictly limited to carrying out the following procedures:

- A. The Election Committee shall supervise the casting of votes. A cover letter outlining the procedures for voting will be sent to each voting member by electronic mail no later than thirty (30) days before the election. Only the names of those persons selected by the Nominating committee or who were placed on the ballot by petition will be considered.
- B. The Election Committee shall be responsible for confidential validation of ballots in the event that more than one person is running for any given office.
- C. The majority of the Election Committee shall count and supervise ballot casting.
- D. Candidates or their representatives may be present at the tabulation.
- E. A plurality of votes cast by voting members shall constitute election.
- F. When only one person is running for office ballots will not be cast and the vote will be certified at the completion of the nomination/election process.
- G. The Committee shall report the results of the election to the Board of Directors in November. In the event of a tie vote, the Board of Directors shall make the final decision in December.
- H. The final charge of the Election Committee is to submit to the President, in writing, the results of the election and the verifiable records of the conduct of such election. The results will be read into the minutes of the first Board of Directors meeting following the election.
- I. The membership of the Clinical Society shall be informed, by email, of the results of the election.

Article 8 Committees

Section 1. Chairpersons

Clinical Society committees shall be chaired by a fellow or LCSW member in good standing who is responsible to the President and Board of Directors.

Section 2. Committees of the Board

The following committees shall constitute the committees of the Board and shall meet on an ongoing regular basis:

- A. Executive Committee
- B. Finance Committee
- C. Nomination/Election Committee

Section 3. Committees of the Clinical Society

The following committees shall constitute the special committees of the Clinical Society and shall meet on an as needed basis:

- A. Membership
- B. Practice Management
- C. Chapter Presidents
- D. Legislation
- E. By-laws and Policy and Procedural Manual
- F. Communication
- G. Mentorship
- H. Education
- I. Leadership
- J. Ethics
- K. Strategic Planning

Committees of the Clinical Society may be elected by the Board of Directors such as Practice Committees, Ad-Hoc Committees, Special Project Committees, etc. Committees have no authority to bind the Board of Directors rather they are accountable to the Clinical Society President and Board of Directors.

Article 9 Chapters

Section 1. Establishment of Chapters

The Board of Directors shall establish local chapters within the Clinical Society's jurisdiction when members residing in one or more counties wish to pursue the purposes of the Clinical Society and enhance its interests.

- A. In any county or adjacent counties, five (5) or more members may apply in writing to the Board of Directors to form a chapter.
- B. No county shall have more than one chapter.
- C. Chapters composed of two (2) counties can form separate county chapters upon reaching a minimum membership of fifteen (15) members per chapter.

Section 2. Chapter Organization and Operation

- A. Chapters shall, in all of their activities, be subject to the Clinical Society's by-laws and to the jurisdiction of the Board of Directors.
- B. Chapters shall establish their own rules of procedure and organizational structure consistent with that of the Clinical Society and subject to the approval of the Board of Directors.
- C. Chapters shall each receive funds for normal and usual operating costs from the Clinical Society at a rate to be determined each year by the Board of Directors, in a fair and

equitable manner, as part of its adoption of the Clinical Society's budget for the coming year.

- D. Should conflicts arise between chapters, the Clinical Society Board of Directors shall arbitrate those differences and an attempt will be made to arrive at a consensual solution. Should a conflict arise between a chapter and the Clinical Society Board of Directors, the elected officers of the chapter will meet with the Clinical Society Board of Directors to resolve the conflict. If necessary, a mutually acceptable Ad-Hoc Committee shall be formed to achieve resolution. In the event that the conflict between a chapter and the Clinical Society Board of Directors cannot be mutually resolved by either method, the Clinical Society Board of Directors through vote will determine the final solution for the conflict by which the chapter must comply.
- E. Chapters shall have the same membership categories as those contained in the By-laws.
- F. The Clinical Society Board of Directors may, in its sole discretion, suspend or dissolve any chapter. In such an event, all of the property, funds and records of such chapter shall revert to the Clinical Society.

Article 10 Amendments

Section 1. Origin and Consideration

- A. Amendments to the by-laws may be proposed by any member of the Clinical Society by submitting a by-laws amendment proposal, in writing, to the President of the Clinical Society and to the chairperson of the By-Laws and Policy and Procedure Manual Committee.
- B. A by-laws amendment may be proposed by the Board of Directors, by majority vote on a motion to submit a by-laws proposal to the By-Laws and Policy and Procedure Manual Committee for consideration and report.
- C. The chairperson of the By-Laws and Policy and Procedure Manual Committee shall transmit to the Board of Directors in writing the proposed amendment to the by-laws with requests for comment and consideration, indicating a due date for response.
- D. The Clinical Society President shall consult with the Clinical Society's counsel regarding the by-law' amendment proposal.
- E. The chairperson of the By-Laws and Policy and Procedure Manual Committee after discussion and vote at the Board of Directors level will submit or decline to submit the proposed by-law amendment to the membership for vote.

Section 2. Amendment Procedure

- A. These by-laws may be amended substantively only by referendum of the vote-eligible membership who will receive all proposals for by-laws amendment via electronic mail at least thirty (30) days prior to the vote. The electronic mailing will include notification regarding the in-person vote.
 - 1. An affirmative vote of a majority of the legal votes cast shall be required for passage.

2. If approved, the amendment shall become effective on the date established in which ballots will be counted.
- B. Any rephrasing, rewording, reorganizing or renumbering of the by-laws, the sole purpose of which is to eliminate redundancy, poor use of language, or to bring a new by-law or by-law revision into its correct sequence shall not require a mail referendum of the membership.
1. Such changes may be authorized by a three-fourths (3/4) vote of the Executive Committee, provided that such changes do not represent substantive change in the by-laws.
 2. Such changes shall not take effect until they are presented to the Board of Directors, which may reject them by a three-fourths (3/4) vote. If the changes are not rejected by the Board of Directors, they shall take effect immediately.

Article 11

Indemnification of Board Members and Officers

Section 1. Indemnification

The Clinical Society shall indemnify any Board member, officer, employee, or agent of the Clinical Society who is or was serving at the request of the Clinical Society against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them, who is or was made or threatened to be made a party to or is involved in any action, suit or proceeding, including an action by the Clinical Society, whether civil, criminal, administrative or investigative including the appeal thereof; provided, however, that no indemnification shall be provided to any such person if a judgment or other final adjudication adverse to such person establishes that: (a) the person's acts were committed in bad faith or were the result of active and deliberate dishonesty; or (b) the person personally gained in fact a financial profit or other advantage to which the person was not legally entitled.

Section 2. Additional Indemnification

Nothing contained in these By-laws shall be deemed to limit or in any way impair a Board member's or officer's right to additional indemnification provided pursuant to the New York Not-For-Profit Corporation Law or the common law of New York.

Section 3. Insurance

The Clinical Society may purchase and maintain insurance on behalf of the Board members, officers and employees who are or were serving at its request, against liability assessed against them or incurred by them in any such capacity or arising out of their status.

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