

SOCIAL WORK DISTANCE EDUCATION FIELD CONSORTIUM

BYLAWS

ARTICLE I. NAME OF ORGANIZATION

SOCIAL WORK DISTANCE EDUCATION FIELD CONSORTIUM

ARTICLE II. PURPOSE

Section 1. Nonprofit Purpose

This Corporation is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

The Social Work Distance Education Field Consortium is a mutual benefit corporation. The specific purpose of this corporation is:

- To create a platform for collaboration and cooperation for social work field educators that place students at a distance;
- To educate and advocate for distance education within schools of social work and the practice community; and
- To engage in research to further develop best practices for field education at a distance.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any social work field education staff, faculty, or institutions that work with students at a distance and support the purpose statement in Article II,

Section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon review of application and receipt of annual dues as reported by the Board Secretary and Treasurer.

Section 2. Annual Dues

The amount required for annual dues shall be \$50.00 each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3. Rights of Members

- A. Individual members shall be eligible to cast one vote in consortium elections.
- B. Institutional members shall be eligible to appoint one voting representative to cast one vote in consortium elections.

Section 4. Termination

Any member may voluntarily discontinue their membership at any time with no official notice required. A member can have their membership terminated by a majority vote of the membership for not complying with the purpose in Article II Section 2.

Section 5. Non-voting Membership

The Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held quarterly, at a time and place designated by the Board of Directors.

Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of April, the specific date, time and location of which will be designated by the Board of Directors. At the annual meeting the members shall discuss accomplishments from the year prior, announce elections results, set goals for the upcoming year, and other activities as determined by the members and/or Board of Directors.

Section 3. Special Meetings

Special meetings may be called by the President or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 4 Notice of Meetings

Electronic notice of each meeting shall be given to each voting member, by e-mail, not less than two weeks prior to the meeting.

Section 5. Quorum

A quorum for a meeting of the members shall consist of at least twenty percent (20%) of the active membership.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than ten (10) including the following officers: the President, the Vice-President, the Technology Chair, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, begin the performance of their duties in April and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting as presented in Article III Section 3. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and may hold office for up to five two-year terms.

Newly elected members of the Board of Directors who have not served before shall serve initial two-year terms. At the conclusion of the initial two-year term, members of the Board of Directors may serve additional four two year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-half (1/2) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend at least 75% (9 out of 12) of the monthly meetings of the Board per year.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full to the organization annually, all or part of which may come from the tax deductible value paid for or solicited by the Board member, and received by the Corporation. No contribution credit shall be given for in-kind donations.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of April of each calendar year and at a location designated by the President of the Board of Directors. The Board of Directors may provide by resolution the time and place, for holding the regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person or virtually, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of their requirements as set forth in Section 2 of this Article shall automatically forfeit their seat on the Board. The Secretary shall notify the Director in writing that their seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if there is consent in writing, setting forth the action to be taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement upon being voted onto and accepting appointment to the Board of Directors.

Section 12. Parliamentary Procedure

Any questions concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 13. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interests of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 13 of this Article.

ARTICLE VI. OFFICERS

The officers of this Board shall be the President, Vice-President, Technology Chair, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a) They shall preside at all meetings of the Board.
- b) They shall have general oversight and direction of all other officers of this corporation and see that their duties are properly performed.
- c) They shall submit a report of the operations of the organization for the fiscal year to the members at their annual meeting, and from time to time, shall report to the Board all matters that may affect the Corporation.
- d) They shall be ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a) They shall plan and facilitate the election process for the Board of Directors annually.
- b) They shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board or members.

Section 3. Secretary

The Secretary shall attend all meetings of the Board and members, and will act as a clerk thereof. The Secretary's duties shall consist of:

- a) They shall record all votes and minutes of all proceedings in an electronic portable file to be kept for that purpose. They in concert with the President shall make the arrangements for all meetings of the Board and members, including the annual meeting of the organization.
- b) They shall send notices of all meetings to the members of the Board and members and shall take attendance for the meetings.
- c) They shall perform all official correspondence from the Board as may be prescribed by the Board or the President.

Section 4. Treasurer

The Treasures duties shall be:

- a) They shall report to the Board all revenue and expenses associated with the organization at regular meetings.
- b) They shall present a complete and accurate report of the finances at the annual meeting of the members, or at any other time upon request of the Board.
- c) They shall have the right of inspection of the funds resting with the Social Work Distance Education Field Consortium including budgets and subsequent audit reports.
- d) It shall be the duty of the Treasurer to assist in direct audits of the funds of the organization according to funding source guidelines and generally accepted accounting principles.
- e) They shall perform other duties as may be requested by the Board or the President under whose supervision they shall be.

Section 5. Technology Chair

The Technology Chair duties shall be:

- a) They shall oversee and maintain the technology platforms that the organization utilizes to conduct business i.e. website
- b) They shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board or members.

Section 6. Election of Officers

The Vice-President of the Board shall oversee and manage the election process. The election process will take place in the fall of each year. The Vice-President shall solicit self-nominations from the members of the consortium for positions vacated. The election shall be held prior to the annual meeting of the members. Those officers elected shall serve a term of two (2) years, commencing at the next annual meeting.

Officers of the Board, except the President and Vice-President, shall be eligible to succeed themselves in their respective offices for four (4) terms.

Nominees for Secretary, Treasurer, and Technology Chair positions must hold a full-time position within their university with distance field education responsibilities.

If during their term in office the individual leaves the full-time position with distance field education responsibilities, they may serve the remainder of their term or resign, and the Board will appoint someone to serve in that position until the next election cycle.

Nominees for the President and Vice President positions must hold full-time positions within their university with distance field education responsibilities for the full term of the position. They must resign if a different position is taken outside of field.

Section 7. Removal of Officer

The Board with the concurrence of 3/4 of the Directors voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 8. Vacancies

The Board shall also be responsible for appointing persons to fill vacancies which occur between annual meetings, including those of officers. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

The Board may create committees as needed, such as fundraising, technology, event planning, public relations, data collection, etc. The Board President appoints all committee chairs.

ARTICLE VII. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

a) Interested Person

Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b) Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- 1) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- 2) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- 3) Procedures for Addressing the Conflict of Interest
 - a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b) The President of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and

reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4) Violations of the Conflicts of Interest Policy

- a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a) A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each Director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,

- c) Has agreed to comply with the policy, and
- d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in this Article, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Indiana, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X. BOOKS AND RECORDS

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XI. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all Directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of Directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each Director within the time and the manner provided for the giving of notice of meetings of Directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 13 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

Jackie Votapek, President

Michelle Brandt, Vice-President

Stevara Johnson, Technology Chair

Stephanie George, Secretary

Elizabeth Haywood, Treasurer