

## ADDENDUM 1 - BYLAWS

### ARTICLE I - PURPOSES

1.1 The purposes of the Corporation are exclusively for charitable purposes as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

### ARTICLE II - OFFICES

2.0 Registered Office. The registered office of the Corporation, known hereafter as the Society, shall be at 295 E. Swedesford Road Wayne, PA 19087 or such other location in Pennsylvania as the Directors may from time to time determine.

2.1 Other Offices. The Society may also have offices at such other places as the Directors may select and the business of the Society shall require.

ARTICLE III - MEMBERS Full members shall include Regular, Unemployed/Retired, Associate and Student A full member is defined as: a social worker who holds a social work degree from a school of social work accredited by the Council on Social Work Education and who are either:

- (a.) Social workers employed in health care settings
- (b.) Social workers who have primary responsibility as consultants in the administration of social work programs in health care institutions;
- (c.) Social Workers in healthcare settings or agencies who may or may not have leadership responsibilities by title, but who demonstrate leadership through their practice.
- (d.) Individuals who have primary responsibility for graduate education of social workers in a school accredited by the Council on Social Work Education;
- (e.) Students in a school of social work accredited by CSWE, or
- (f.) Members in good standing who continue to pay dues, but, by nature of a change or advancement of position, no longer meet the eligibility requirements of category A, B C, D or E
- (g.) Members who are representative and inclusive of a broad spectrum of our domestic and international communities.

Associate Members are not considered full members. These members are individuals or businesses who do not hold a social work degree but have substantial responsibility or interest in the leadership of social work functions in a health care setting

2.2 Dues are paid annually by members. The costs of dues are determined by the Board of Directors.

2.3 Requirements for Membership. The Directors may establish any additional criteria for membership. The board of Directors shall deny membership for reasons deemed sufficient by the Directors.

2.4 Annual Meetings. The Annual Meeting of the members shall be held at the principal office of the Society or at such time or place as the Directors shall determine upon not less than 60 days' notice to the members.

2.5 Special Meetings. Special meetings of the entire membership may be called by the President, the Board or at the written request of 10% of the membership. At least five (5) days written notice stating the time, place and purpose of any special meeting shall be given to the members entitled to participate.

2.6 Quorum. Those members present at any duly convened meeting shall constitute a quorum for the transaction of business at the meeting.

2.7 Voting. Each Full Member shall be entitled to one vote, in person, by ballot, by mail, by email or by proxy in accord with Section 3.8. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the articles or bylaws, may be by voice vote, show of hands, or by ballot, as determined by the members present, by mail or email if determined by the Board of Directors and a ballot is sent with notice of the question to be voted upon.

2.8 Unanimous Consent of Members in Lieu of a Meeting. Any action which may be taken at a meeting of members may be taken without a meeting if consent or consents in writing setting forth the action to be taken shall be signed by all of the members and shall be filed with the Executive Committee of the Society.

2.9 Expulsion from Membership. Any member may be expelled from membership, without the assignment of any cause, upon a majority vote of Directors at a duly convened meeting, provided that written notice of the intention to expel and reasons therefore have been provided in the notice of the meeting. No member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

2.10 Honorary Titles. The Directors may create honorary classes of "membership," such as Unemployed/Retired Membership, and such other additional classes of "membership," as they may see fit, pursuant to such rules and regulations as they may determine.

### ARTICLE III - DIRECTORS

3.1 Powers. The business and affairs of the Society shall be managed by the Board of Directors, except as otherwise required by the Act, these Bylaws or a resolution duly adopted by the Board.

3.2 Qualifications of Directors. Each Director shall be an individual of full age and a member in good standing, who need not be a resident of Pennsylvania and is a Full Member of the Society.

3.3 Number, Election and Term of Directors. The Board of Directors shall consist of not less than six (6) or more than eleven (11) persons, including the President, Treasurer, Conference Chair, Student, Board Members-At-Large and President-Elect or Immediate Past-President depending on the term. When a Past-President resides on the board, that individual will chair the Nominations Committee. When there is no Past-President, the President will select the chair for the Nominations Committee.

The Chair of the Nominations Committee shall select 4 qualified members to participate on the Nominations Committee. The Nominations Committee identifies candidates and vet qualifications for Board positions. Every effort will be made to ensure that more than 1 candidate will be advanced for each Board and Executive position. Directors shall be chosen annually by ballot of the members and shall serve for terms of three (3) years and until their successors are elected and qualified. As nearly as possible, an equal number of terms of board members at large shall expire each year.

3.4 Removal. Any Director may be removed from office, without the assignment of any cause, by a vote of a majority of Directors in office, or of members present, at a duly convened meeting of the Board or members, as the case may be, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

3.5 Quorum. A majority of all the members of the Board present in person at any duly convened meeting shall constitute a quorum for the transaction of business at any meeting, and the acts of the majority of the Board present at a meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.

3.6 Vote. Every Director shall be entitled to one (1) vote. The President will vote when required to break a tie.

3.7 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing (by mail or email) setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Executive Committee of the Society.

3.8 Annual Meeting. The Annual Meeting of the Board shall be held annually.

3.9 Regular Meetings. Regular meetings of the Board shall be held as determined by the Board. Regular meetings may be face-to-face or by conference call.

3.10 Special Meetings. Special meetings of the Board may be called by the President or by one-third of the Board at any time. At least five (5) days' notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.

3.11 Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

3.12 Teleconference Meetings. One or more Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

#### ARTICLE IV - OFFICERS

4.1 Positions, Election, Term. The officers of the Society shall include a President, Treasurer and a President-Elect or Immediate Past-President (depending on the term) and such other officers whose positions shall be created from time to time by the Directors. The President-Elect shall be elected by the members, shall serve for a term of one year and shall succeed to the position of President for 2 years, and then to the position of Immediate Past-President. The Immediate Past-President shall serve on the board for a term of one year after the year of service as President. Elections shall occur in the annually and will be accomplished by a mailing to the membership or through electronic voting.

4.2 Executive Committee of the Board of Directors. The Executive Committee of the Board of Directors shall consist of the President, Treasurer, Immediate Past-President or President-Elect (depending on the term). The duties of the Executive Committee shall be to conduct the business of the Society between Board Meetings in keeping with the Board of Directors established policies and directives.

4.3 Duties. The duties of the officers shall include the following:

(a) The President shall preside at all meetings of the members, Directors, and Executive Committee; shall generally supervise the business of the Society; and shall execute documents on behalf of the Society. The President shall be an ex-officio member of every committee. The President shall appoint the chairperson of all committees and work groups which are created by the Board. The committees, work groups and chairpersons shall be reflective of the broad membership. The appointment of these members shall be considered on the principles on diversity and inclusiveness of the organization.

(b) The President will assign responsibility for completion of the minutes. The Executive Director shall assure that appropriate notice is given for all meetings of the Board and members; and shall perform such other duties as may be prescribed by the Board or by the President.

(c) The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Society are maintained; shall cause financial reports to be provided to the Board and the members as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board or by the President.

(d) The President-Elect shall be a member of the Executive Committee and participate in all Board calls and face-to-face meetings. The President-Elect will assist the President in setting meeting agenda, strategic planning and annual conference preparations. The

President-Elect will assume all functions of the President at such time as that person is not present or able to fulfill their obligations.

4.4 The Immediate Past-President shall be a member of the Executive Committee and participate on all Board calls and face-to-face meetings. The Immediate Past-President shall chair the Nominations Committee and assist with New Board Orientation including updates to the Board Orientation Manual. The Immediate Past-President will assist the President as requested. The Immediate Past-President will attend the Annual Chapter President's Meeting, Membership Meeting, Past President's Breakfast and all receptions. Removal of Officers. The President-Elect, President or Immediate Past-President may be removed as officer and director pursuant to Section 4.4.

## ARTICLE V - COMMITTEES

5.1 Establishment. The Board may establish one or more committees or work groups to consist of one or more Directors of the Society. The appointment to any committee or workgroup should always reflect the diverse interests of the organization. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- (a) The filling of vacancies on the Board.
- (b) The adoption, amendment or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution of the Board.
- (d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

5.2 Appointment of Members. Unless otherwise determined by the Board, the President shall appoint chairpersons of all committees. Members may be recommended or assigned by the board or the committee chair. The leadership of the organization shall ensure that there is a recruitment strategy to ensure inclusiveness and diverse representation of the membership.

5.3 Creation & Composition of Advisory Boards. The Society may, in its discretion, establish Advisory Boards which may include as members persons who are not members of the Board. Members who are considered for these boards should be representative of a broad spectrum of our domestic and international communities. Such Advisory Boards shall have no right to bind the composition and shall have only such responsibilities and duties as delegated to it by the Board or the President.

## ARTICLE VI - RESIGNATIONS AND VACANCIES

6.1 Resignations. Any member, Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Society, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

### 6.2 Filling Vacancies.

(a) If the position of any Director becomes vacant, by an increase in the number of Directors, or by reason of death, resignation, disqualification or otherwise, the remaining Directors by affirmative vote of a majority of all Directors may choose a person or persons who shall hold office for the remaining term.

(b) If the position of Treasurer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term. If the office of President-Elect becomes vacant, the members of the Board may appoint a qualified person at their discretion. If the office of President becomes vacant, the President-Elect shall assume the office of President and may serve the full term as President to which he or she was scheduled to serve.

## ARTICLE VII - MEETINGS AND NOTICE

7.1 Place of Meetings. Meetings may be held at such place in or outside of Pennsylvania as the Board may determine.

8.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by mail, facsimile transmission or electronic mail to that person's address appearing on the books of the Society. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws.

8.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## ARTICLE VIII - LIABILITY AND INDEMNIFICATION

8.1 General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless:

(a) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

8.2 Indemnification. The Society shall indemnify any officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Society) by reason of the fact that such person is or was a representative of the Society, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Society, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Society unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Society is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

8.3 Procedure. Unless ordered by a court, any indemnification under section 9.2 or otherwise permitted by law shall be made by the Society only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

(a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding;

(b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or

(c) by the members.

8.4 Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Society.

8.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Society and shall inure to the benefit of the heirs, executors and administrators of such person.

8.6 Other Rights. This Article shall not be exclusive of any other right which the Society may have to indemnify any person as a matter of law.

## ARTICLE IX - AMENDMENTS

9.1 The Articles of Incorporation of the Society may be amended by a majority of members present at any duly convened meeting of members after not less than 30 days' notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

9.2 The Bylaws may be amended by a majority of members present at any duly convened meeting of members, by email vote or, to the extent not prohibited by law, by vote of the majority of all Directors in office at a duly convened meeting of Directors, after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

## ARTICLE X - MISCELLANEOUS

10.1 Fiscal Year. The fiscal year of the Society shall begin on the first day of July and end on the last day of June.

10.2 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

10.3 Bond. If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.

10.4 Subventions. The Society shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Pennsylvania Nonprofit Corporation Law and to issue certificates therefore.

10.5 Corporate Seal. The corporate seal of the Society shall be in circular form and shall bear the name of the Society and the words "Corporate Seal, Pennsylvania 2001."

## ADDENDUM II SSWLHC POLICIES AND PROCEDURES

### INTRODUCTION

The Society is governed by the by-laws adopted and amended by a majority vote of the board of directors. For those day to day operational issues which require consistency in practice, the

following policies and procedures have been documented through historical precedent; the collective memory of current and former leaders and board recommendations based on the current environment in which the society exists. To ensure flexibility and responsiveness to an ever changing professional and healthcare environment, these policies will be reviewed at least biennially by the board or an assigned work group and revisions made as deemed appropriate by the board.

## **BOARD MEETINGS**

- Monthly Calls – The board will conduct monthly meetings via conference call on a date agreed upon as each President takes office. Minutes of these meetings will be taken by the Fernley & Fernley forwarded for distribution prior to the next meeting. Agendas for the meeting are sent to board members in advance of the conference call. These meetings are attended by the Account Manager from Fernley and Fernley.
- Face To Face Meetings – If the budget allows, two face to face meetings are held each year, one in summer and one in fall. Meetings are held in Philadelphia at the Fernley and Fernley office or as otherwise noted in advance. Expenses for this meeting are covered by the Society and include hotel, transportation and meals during the meeting. The executive committee will review the budget in advance of each face to face meeting to determine if reimbursement may be provided for private rooms or for double occupancy. In the case that double occupancy is required, members may elect to pay the difference for a private room.
- Attendance – Meetings/Telephone conferences are scheduled in advance to allow members to arrange their calendars to ensure attendance. Continued absences will be reviewed by the board and a decision made regarding continued board involvement.
- The Executive Committee is composed of the President, Treasurer, President-Elect or Past President (depending on the term) and the Fernley liaison. The Executive Committee meets monthly by conference call to discuss issues as needed.
- Committee Liaisons –All board members are assigned to committee work to provide assistance with goals and availability for questions. As well as to take issues back to the Board.
- Board Orientation –
  - New board members are invited to attend the Face to Face in July (if budget allow) to receive initial exposure to the structure and process of the board calls and activities
  - New board members are provided the following documents as part of the orientation packet:
    - Bylaws
    - Board Membership list
    - Strategic Plan
    - Orientation Handbook
    - List of work groups, responsibilities and liaisons

- Job descriptions for all board positions
- Fernley and Fernley responsibilities
- Policies and Procedures

## **FINANCES**

- Treasurer Appointment
  - It is the responsibility of the membership to identify a continuing board member to assume the responsibilities of the treasurer's position for the following term (of 3 years). If the membership does not identify a treasurer, the position will be selected by the members of the board.
  - The current Treasurer will provide orientation prior to leaving this office
- Budget Preparation - Society: A draft of the annual budget is developed prior to the last face to face meeting in the preceding year and presented to the board for review and approval at that meeting. Fernley and Fernley provides a report of the year to date expenses as well as projected expenditures and revenues for the remainder of the year to provide a basis for determining budget amounts for the coming year.
- Financial Reports: Fernley and Fernley provides a monthly update of expenses and revenues to the Board at the monthly meeting. This report, along with observations re: the current budget alignment, is presented on the monthly board conference calls.
- Membership Reports – Fernley and Fernley will provide a monthly report to the board at the monthly board meeting.
- Audits: A limited audit will be done annually as required by regulatory bodies. A full audit of the books will be done every three years by a firm selected by the board.

## **ANNUAL MEETING**

- The Chairperson for the Annual Conference shall be a member of the Board of Directors. The Chairperson will select members to Chair conference sub-committees.
- The Board of Directors shall establish the budget for the conference, secure conference hotel, meeting space, food and beverage and AV equipment. The conference committee is responsible for planning the meeting including securing qualified presenters and vendors. All activities and decisions of the conference committee will be shared with the Board of Directors monthly by the Conference Chair. The Board of Directors reserves the right to alter programming based on financial or other needs.
- Workshop speakers at the national meeting are not required to be members of the organization, however, if they are attending more than their individual presentation, they will be required to pay the non-membership fee for attendance.
- The program planning committee is empowered to make an exception to this policy when it is determined that a specific subject is important for inclusion in the program, at which time they may elect to provide a monetary honorarium to obtain the appropriate speaker(s). Keynote speakers will be provided a monetary honorarium to be established as part of the annual meeting budget.

## **BOARD REIMBURSEMENT FOR ANNUAL MEETING**

- Attendance at the annual meeting is one of the expectations of board membership.
- Registration for the annual meeting may be waived for board members if requested.

- Hotel and travel expenses are the responsibility of each board member. The only exception is for the President, whose room is provided by the hotel at no charge as part of the meeting contract.
- In the event that a board meeting is scheduled in conjunction with the annual meeting, expenses such as hotel room and meals, etc. related to the additional stay may be reimbursed by the Society depending on budgetary restraints.

### **AWARDS COMMITTEE**

- The Chairperson of the Award Committee is appointed by the President for the next year
- The Committee is composed of 3-5 members chosen by the Chairperson
- The President serves as liaison to this committee, but does not participate in the selection conference call.
- When appropriate (do not meet award criteria) nominations are not received, the award will not be given.

### **COMMITTEES**

- Committees and Work Groups are reviewed each year by the board for current relevance and need for continued operation.
- Committee and Work Group Chairs are appointed by the President with input from the board. The only exception is the chair of the Annual Meeting which is elected by the membership
- A list of current Committees/Work Groups, goals and members is updated each year and maintained at Fernley headquarters.
- The Committee Chairs and Fernley & Fernley will work together to setup all conference calls as requested by committee/work group chairs/liaisons.
- Minutes of committee/work group meetings are taken by Fernley & Fernley and will be distributed to the committee prior to its next call.

### **CHAPTER SECTION**

- Regional SSWLHC Chapters exist throughout the United States. National SSWLHC grants Chapters a license to utilize the name, “Society for Social Work Leadership in Health Care”; the acronym, “SSWLHC”; and the SSWLHC logo in conjunction with the name of the Chapter. The Chapter’s name shall always indicate that it is a Chapter of SSWLHC.
- Chapters are eligible to take advantage of, or participate in, benefits and programs SSWLHC may provide to Chapters generally from time to time, such as:
  - (i) Use of SSWLHC name, logo and trademark;
  - (ii) Group filing for tax exemption;
  - (iii) Liability insurance coverage at a reduced rate;
  - (iv) General liability coverage for the Chapter
  - (v) Use of the Chapter section on the SSWLHC website and the listing of the Chapter in the membership database so that new members can be made aware of a Chapter in their area/region;

- (vi) Participate in annual Chapter Presidents meeting;
  - (vii) Participate in quarterly Chapter Presidents' calls;
  - (viii) National exposure via the SSWLHC Website;
  - (ix) Referral of members local to a Chapter
  - (x) Chapter leaders' workshop during annual conference; or
  - (xi) Quarterly chapter leader conference calls/networking opportunities
- The Licensing Agreement set forth by SSWLHC obligates Chapters to:
    - (i) Adopt and conform to the bylaws of SSWLHC; should there be any changes to chapter bylaws, all changes must be submitted to SSWLHC National before the start of the chapter's fiscal or calendar, whichever comes first
    - (ii) Participate in and be covered by SSWLHC's group tax exemption for Chapters;
    - (iii) Comply with all federal and state laws regarding tax-exempt status and filings, incorporation, non-profit status, and liability insurance coverage;
    - (iv) Provide verification of non-profit status and incorporation (if incorporation is required in that state) within 5 business days of execution of this agreement;
    - (v) Meet and promote mission, vision, and value statement of National Chapter;
    - (vi) Not alter logo or marks associated with SSWLHC materials;
    - (vii) Agree to be governed by a Board of Directors elected by the general membership;
    - (viii) Provide an annual accounting of Chapter members and Chapter financial resources including a digital copy of the chapter 990 and/or annual audit.
    - (ix) Pay an **annual** fee equal to 10% of Calendar year-end assets as reflected in the Chapter's balance sheet/IRS Form 990 by the end the chapter year or the fiscal year; whichever comes first
    - (x) Limit access to information on the SSWLHC "Member's Only" section to SSWLHC members only. Information contained in this section is not to be shared with any person who is not an active SSWLHC member, or with any other organization, without the written consent of the SSWLHC Board of Directors.
  - All chapter members are considered members of National SSWLHC and are required to pay annual membership dues. Membership registration occurs through National's website. The annual membership fee is split between the Chapter and National with the Chapter receiving 40% of the fee and National receiving 60% of the fee. When registering, members are asked with which local chapter they would like to be affiliated. If there is no local chapter in close proximity or if the individual chooses not to affiliate with a local chapter, the entirety of the annual membership fee is retained by National.
  - Chapter Presidents are highly encouraged to attend the Annual Conference and quarterly leaders call. These meetings will be lead by the SSWLHC Treasurer/Chapter Liaison.
  - The Licensing Agreement is automatically be renewed annually by July 1, at the start of the fiscal year, until terminated by either party in writing at least sixty (60) days before the expiration date. SSWLHC may terminate this Agreement upon the Chapter becoming insolvent, bankrupt, or unable to pays it debts and other obligations as they become due; the Chapter ceasing substantial activity; or the Chapter committing a material breach of

this Agreement. In the event of termination, the license to utilize the SSWLHC name, acronym, logo and marks shall cease immediately.

- If a Chapter ceases operations, all of the Chapter's net assets shall be transferred (free from restrictions) to the Social Work Health Leadership Foundation, in furtherance of its charitable purposes.

#### **AFFILIATE STATUS**

- Chapters with affiliate status may use the SSWLHC logo per the policy outlined in this document.
- A listing of current chapter presidents will be maintained by Fernley & Fernley with assistance from the board.

#### **LOGO USE**

- Chapter affiliates may use the SSWLHC logo for marketing and general correspondence under the following conditions:
  - The general layout of the logo must remain intact.
  - The chapter may add their individual name under the logo, as long as SSWLHC remains as part of the logo.
  - While chapters may use an alternate title for their chapter, the name Society for Social Work Leadership in Health Care cannot be removed or changed in the logo.
  - The Logo must be in blue and white or black and white.

#### **MAILING LIST**

- The mailing list (including email lists) shall not be distributed except to groups with common goals/missions, e.g. AHA, NASW, etc.
- Those approved groups requesting a copy of the mailing list will be charged a fee of \$500.00
- Vendors exhibiting at the annual meeting will be provided a list of attendees, not the full mailing list.

#### **NOMINATIONS:**

- In the spirit of encouraging increased membership participation in the election process, ensuring a perception of inclusiveness in welcoming new talent to leadership positions within the Society and in an effort to more effectively use limited resources, it is the recommendation of the board that candidates for office and their respective chapters refrain from distributing letters of endorsement during the election process.
- This board recommendation will be part of the candidate instruction packet and will be reiterated each year in the Official Ballot Packet to ensure membership understanding of this change in a traditional practice.

#### **WHISTLEBLOWER POLICY**

This Whistleblower Policy of **the Society of Social Work Leadership in Health Care (SSWLHC)**: (1) encourages staff and volunteers to come forward with credible information on

illegal practices or serious violations of adopted policies of the Organization; (2) specifies that the Organization will protect the person from retaliation; and (3) identifies where such information can be reported.

**1. Encouragement of reporting.** The Organization encourages complaints, reports or inquiries about illegal practices or serious violations of the Organization's policies, including illegal or improper conduct by the Organization itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the Organization has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Organization's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

**2. Protection from retaliation.** The Organization prohibits retaliation by or on behalf of the Organization against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Organization reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

**3. Where to report.** Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the Organization's chief employed executive or President of the Board of Directors; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the Immediate Past President. The organization will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the Organization may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

## DOCUMENT RETENTION POLICY

Type of Document	Retention Period	Disposal Method
<b>1. Accounting Records</b>		
• Accounts Payable and Receivable	Seven (7) years	Shred
• Audit Reports	Indefinite	
• Chart of Accounts	Indefinite	
• Depreciation Schedules	Indefinite	
• Expense Records	Seven (7) years	Shred
• Annual Financial Records	Indefinite	
• Fixed Asset Purchases	Indefinite	
• General Ledger	Indefinite	
• Inventory Records	Seven (7) years	Shred
• Loan Payment Schedule	Seven (7) years	Shred
• Purchase Orders (1 copy)	Seven (7) years	Shred
• Sales Records	Seven (7) years	Shred
• Tax Returns	Indefinite	
• Bank Reconciliations	Two (2) Years	Shred
• Bank Statements	Seven (7) years	Shred
• Cancelled or Substitute Checks	Seven (7) years	Shred
• Electronic Payment Records	Seven (7) years	Shred
2. Articles of incorporation, deeds, title documents, bylaws and related correspondence	Indefinite	
3. Business conditions reports (periodic)	Two (2) years	Shred
4. Hotel contracts	Two (2) years after the meeting	Shred
5. Contracts with consultants and clients	Six years after completion	Shred
6. Copyrights, trademark registrations, patents, advertising materials, logos	Indefinite	
7. Correspondence (general)	Thirteen (13) months (except historical – then indefinite)	Shred/Delete

8. Inquiries, literature requests, change of address	Six (6) months	Shred/Delete
9. Insurance policies and contracts	Indefinite	
10. Literature, pamphlets, speeches, brochures and other material	Discretionary, but minimum of 13 months (use good judgment)	Shred/Delete
11. Membership Applications	Indefinite	
12. Membership correspondence	Two (2) years all documents	Shred
13. Minutes of board of directors meetings	Indefinite	
14. Minutes of committee meetings	Six(6) years	Shred/Delete
15. Applications for employment	Three (3) years	Shred
16. Employee files	Seven (7) years after completion	Shred
17. Payroll	Seven (7) years	Shred
18. Surveys (where membership is polled)	Three (3) years after next similar survey	Shred/Delete
19. Surveys (the individual responses received under foregoing surveys and polls)	Three months where membership responses are collated	Shred/Delete
20. Contracts with Management Company	Indefinite	

## CONFLICT OF INTEREST POLICY

This Conflict of Interest Policy of **The Society of Social Work Leadership in Health Care (SSWLHC)**: (1) defines conflicts of interest; (2) identifies classes of individuals within the Organization covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

1. **Definition of conflicts of interest.** A conflict of interest arises when a person in a position of authority over the Organization may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.

2. **Individuals covered.** Persons covered by this policy are the Organization's officers, directors, chief employed executive and chief employed finance executive.

3. **Facilitation of disclosure.** Persons covered by this policy will annually disclose or update to the President of the Board of Directors on a form provided by the Organization their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.

4. **Procedures to manage conflicts.** For each interest disclosed to the President of the

Board of Directors, the President will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions within the Organization; or (d) ask the person to resign from his or her position in the Organization or, if the person refuses to resign, become subject to possible removal in accordance with the Organization's removal procedures. The Organization's chief employed executive and chief employed finance executive will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the President of the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.