SOCIAL WORK LICENSURE COMPACT

BYLAWS

ARTICLE I

Commission Purpose, Function and Bylaws

Section 1. Purpose.

Pursuant to the terms of the Social Work Licensure Compact, (the "Compact"), the Social Work Licensure Compact Commission (the "Commission") is a joint government agency established to fulfill the objectives of the Compact, through a means of joint cooperative action among the Member States, namely, to facilitate the interstate practice of social work and improve public access to social work services by establishing a pathway for a Regulated Social Worker to obtain multistate licenses to authorize practice in other states participating in the Compact.

Section 2. Functions.

In pursuit of the fundamental objectives set forth in the Compact, the Commission shall, as necessary or required, exercise all of the powers and fulfill all of the duties delegated to it by the Member States. The Commission's activities shall include, but are not limited to, the following: adoption of Commissioner code of conduct; the promulgation of binding rules and operating procedures; equitable distribution of the costs, benefits and obligations of the Compact among the Member States; enforcement of Commission Rules, Operating Procedures and Bylaws; provision of dispute resolution; Coordination of training and education; and the collection and dissemination of information concerning the activities of the Compact, as provided by the Compact, or as determined by the Commission to be warranted by, and consistent with, the objectives and provisions of the Compact.

Section 3. Bylaws and Rules.

As required by the Compact, these Bylaws and the Rules of the Commission shall govern the management and operations of the Commission. As adopted and subsequently amended, these Bylaws and Rules shall remain at all times subject to, and limited by, the terms of the Compact.

ARTICLE II

Membership

Section 1. Purpose.

The Commission Membership shall be comprised as provided by the Compact.

Section 2. Commissioners.

Each Member State shall have and be limited to one delegate. The appointing authority of a Member State may additionally identify an alternative delegate. A delegate shall be referred to as

the Commissioner of the Member State, or alternatively, a "Commission Member" for purposes of these Bylaws. Each Member State shall forward the name of its Commissioner to the national office of the Commission, who will advise the Commission chair. The national office of the Commission shall promptly advise the appropriate appointing authority of the Member State of the need to appoint a new Commissioner upon the expiration of a designated term or the occurrence of mid-term vacancies. If a resignation of a Commissioner occurs or a change is made by the state appointing authority, it is the responsibility of the Member State to inform the Commission of the vacancy or change.

Section 3. Term of Office.

Pursuant to Section 10(B)(3) of the Compact, the term of office of a Commissioner is the term designated by the appointing Licensing Authority of the Member State, continuing until the Commissioner resigns, is replaced by the appointing Licensing Authority, or the Member State ceases to be a Member State. The Commission may request annual confirmation from the appointing Licensing Authorities regarding a Commissioner's status as delegate; provided, however, that such requests are merely administrative in nature and failure for the Licensing Authority to respond to such requests shall not be construed as a vacancy in such State's delegate appointment.

ARTICLE III

Officers

Section 1. Election, Term and Succession.

The Commission shall elect eligible individuals, as set forth in Section 2 below, as officers of the Commission. The officers of the Commission shall include a Chair, Vice Chair, Secretary, and Treasurer. Officers may be elected by the Commission at any meeting at which a quorum is present and shall serve for a term of two (2) years. An officer may serve a maximum of two (2) consecutive full terms in the same office. An individual who has served two (2) consecutive full terms in an office is eligible for election to that same office after an interval of at least one (1) full term. The officers so elected shall serve without compensation or remuneration, except as provided by the Compact.

Section 2. Eligibility.

The officers shall be duly appointed Commission Members. Alternate delegates are not eligible for election to an officer position. To the extent that a Member State has identified an alternate delegate, such delegate's alternate duties will not include participation as an officer of the Commission.

Section 3. Duties.

The officers shall perform all duties of their respective offices as provided by the Compact and these Bylaws. Such duties shall include, but are not limited to, the following:

a. *Chair.* The Chair shall call and preside at all meetings of the Commission, shall prepare agendas for such meetings, shall make appointments to all committees of the Commission and, in accordance with the Commission's directions, or subject to ratification by the Commission, shall act on the Commission's behalf during the interims between Commission meetings.

b. *Vice Chair* The Vice Chair shall, in the absence or at the direction of the Chair, perform any or all of the duties of the Chair. In the event of a vacancy in the office of Chair, the Vice Chair shall serve as Chair until a special election for Chair is held to fill the remainder of the unexpired term pursuant to Section 5 of this Article.

c. *Secretary.* The Secretary shall keep minutes of all Commission meetings and shall act as the custodian of all documents and records pertaining to the status of the Compact and the business of the Commission.

d. *Treasurer.* The Treasurer, with the assistance of the Commission's executive director, shall act as custodian of all Commission funds and shall be responsible for monitoring the administration of all fiscal policies and procedures set forth in the Compact or adopted by the Commission. Pursuant to the Compact, the treasurer shall execute such bond as may be required by the Commission covering the treasurer, the executive director and any other officers, Commission Members and Commission personnel, as determined by the Commission, who may be responsible for the receipt, disbursement, or management of Commission funds. The Treasurer shall serve as the Chair of the Finance Committee.

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Section 4. Costs and Expense Reimbursement.

Subject to the availability of budgeted funds, the officers shall be reimbursed for any actual and necessary costs and expenses incurred by the officers in the performance of their duties and responsibilities as officers of the Commission.

Section 5. Vacancies and Unexpired Terms.

In the event of a vacancy in an officer position prior to the expiration of a term, the Commission shall hold a special election, at any meeting at which a quorum is present, to fill such vacancy, and the individual elected shall serve only for the remainder of the unexpired term. Service for less than one-half of a full term does not count toward the limit on consecutive terms in that office.

Section 6. Removal of Officer.

The Commission may remove any Officer of the Commission by an affirmative vote of two-thirds of Members present. Motion for removal of an Officer shall set forth specific reasons for the proposed removal. Prior to any action taken on such motion, the Officer shall be given an opportunity to address the Commission to respond to such reasons. If an Officer is removed from office, the effect of such removal is that the Officer is no longer a member of the Executive Committee, consistent with Article IV, Section 2.

Section 7. Resignation of Officers.

An officer may resign by written notice to the Chair and to the national office of the Commission, or, if the resigning officer is the Chair, by written notice to the Vice Chair and to the national office. A resignation is effective on the date stated in the notice or, if no date is stated, upon receipt. If an Officer resigns from office, the effect of such resignation is that the Officer is no longer a member of the Executive Committee, consistent with Article IV, Section 2.

Section 8. Loss of Commissioner Status.

If an officer ceases to be the Commissioner designated by their Member State, whether by resignation, by replacement by the appointing Licensing Authority, or by the withdrawal or termination of the Member State, the individual is no longer eligible to hold such office consistent with Article III, Section 2 and the office becomes vacant on the effective date of such change.

Section 8. Nomination and Elections.

The committee of the Commission charged with nominations and elections shall solicit candidates from among the Commission Members, confirm eligibility under Section 2 of this Article and nominate a slate of candidates to the Commission not later than thirty (30) days before any meeting of the Commission in which elections are to take place. The nomination report shall be provided to all Commission Members with the notice of such meeting. Each office shall be voted on separately. Election is by a majority of the votes cast. If no candidate for an office receives a majority, the balloting shall be repeated between the two candidates receiving the greatest number of votes. Voting shall be by secret written or electronic ballot.

ARTICLE IV

Executive Committee

Section 1. Powers, Duties, and Responsibilities.

The Executive Committee shall have the power to act on behalf of the Commission according to the terms of this Compact. The powers, duties and responsibilities of the Executive Committee in the absence of the full Commission and with support from staff shall include:

a. Responsible for managing the routine operations to ensure compliance with the Compact's provisions, as well as adherence to the Commission's Rules and bylaws

b. Recommending to the Commission changes to the Rules or bylaws, changes to this Compact legislation, fees charged to Compact Participating States, fees charged to Licensees and other fees;

c. Ensuring Compact administration services are appropriately provided, including by contract;

d. Preparing and recommending the budget;

e. Maintaining financial records on behalf of the Commission;

f. Monitoring Compact compliance of Participating States and providing compliance reports to the Commission;

g. Establishing additional committees as necessary;

h. Exercising the powers and duties of the Commission during the interim between Commission meetings, except for adopting or amending Rules, adopting or amending these Bylaws and exercising any other powers and duties expressly reserved to the Commission by Rule or these Bylaws.

Section 2. Composition of Executive Committee

The Executive Committee shall be composed of seven (7) voting members and up to four (4) ex-officio, nonvoting members, as follows:

a. The Chair, Vice Chair, Secretary and Treasurer of the Commission shall be voting members of the Executive Committee. Each office and its corresponding Executive Committee seat form one position that cannot be divided, and the Commission fills such position in one election under Article III.

b. Other than the Chair, Vice Chair, Secretary and Treasurer, the Commission shall elect three (3) Members at Large from the current membership of the Commission, who shall be voting members of the Executive Committee.

c. Ex-Officio: The Compact authorizes up to four (4) ex-officio, nonvoting members from four (4) recognized national Social Work organizations. The ex-officio, nonvoting members of the Executive Committee are as follows:

    1. One (1) ex-officio representative which shall rotate among a list of recognized national Social Work organizations which the Commission shall approve by vote.
    2. One (1) ex-officio representative from the Association of Social Work Boards (ASWB).
    3. One (1) ex-officio representative from National Association of Social Workers (NASW).
    4. One (1) ex-officio representative from the Clinical Social Work Association (CSWA).

Section 3. Executive Committee Meetings.

The Executive Committee shall meet at least once each calendar year at a time and place to be determined by the Executive Committee. Executive Committee members representing a majority

of the Executive Committee members entitled to vote shall constitute a quorum for the transaction of business.

All meetings at which the Executive Committee intends to take formal action on a matter shall be open to the public, except that the Executive Committee may meet in a closed, non-public session of a public meeting when dealing with any of the matters for which the Commission is authorized to convene in a closed, non-public meeting under the Compact.

The Executive Committee shall give seven (7) days' notice of its public meetings, posted on its website and as it may otherwise determine to provide notice to persons with an interest in the business of the Commission regarding the public matters the Executive Committee intends to address at those meetings.

The Executive Committee may hold an emergency meeting when acting for the Commission to:

a. Meet an imminent threat to public health, safety or welfare;

b. Prevent a loss of Commission of Participating State funds; or

c. Protect public health and safety.
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Section 4. Executive Committee Members at Large

4.1. Election, Term and Succession.

The Commission shall elect eligible individuals, as set forth in Section 4.2 below, as Members at Large of the Executive Committee. Commission. Members at Large may be elected by the Commission at any meeting at which a quorum is present and shall serve for a term of two (2) years. An officer may serve a maximum of two (2) consecutive full terms in the same office. An individual who has served two (2) consecutive full terms in an office is eligible for election to that same office after an interval of at least one (1) full term. The officers so elected shall serve without compensation or remuneration, except as provided by the Compact.

4.2. Eligibility.

Executive Committee Members at Large shall be duly appointed Commission Members. Alternate delegates are not eligible for election to a Member At Large position. To the extent that a Member State has identified an alternate delegate, such delegate's alternate duties will not include participation as an member of the Executive Committee.

4.3 Vacancies and Unexpired Terms.

In the event of a vacancy in an Executive Committee Member at Large position prior to the expiration of a term, the Commission shall hold a special election, at any meeting at which a quorum is present, to fill such vacancy, and the individual elected shall serve only for the remainder of the unexpired term. Service for less than one-half of a full term does not count toward the limit on consecutive terms in that office.

4.4 Removal of Executive Committee Member at Large.

The Commission may remove any Member at Large from the Executive Committee by an affirmative vote of two-thirds of Members present. Motion for removal of an Executive Committee Member at Large shall set forth specific reasons for the proposed removal. Prior to any action taken on such motion, the Executive Committee Member at Large shall be given an opportunity to address the Commission to respond to such reasons.

4.5 Resignation of Executive Committee Member at Large.

An Executive Committee Member at Large may resign by written notice to the Chair and to the national office of the Commission. A resignation is effective on the date stated in the notice or, if no date is stated, upon receipt.

4.6 Nomination and Elections.

The committee of the Commission charged with nominations and elections shall solicit candidates from among the Commission Members, confirm eligibility under Section 4.2 of this Article and nominate a slate of candidates to the Commission not later than thirty (30) days before any meeting of the Commission in which elections are to take place. The nomination report shall be provided to all Commission Members with the notice of such meeting. Each office shall be voted on separately. Election is by a majority of the votes cast. Voting shall be by secret written or electronic ballot.

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ARTICLE V

Qualified Immunity, Defense and Indemnification

Section 1. Immunity.

The members, officers, executive director, employees and representatives of the Commission shall be immune from suit and liability, both personally and in their official capacity, for any claim for damage to or loss of property or personal injury or other civil liability caused by or arising out of any actual or alleged act, error, or omission that occurred, or that the person against whom the claim is made had a reasonable basis for believing occurred within the scope of Commission employment, duties or responsibilities; provided that nothing in this paragraph shall be construed to protect any such person from suit or liability for any damage, loss, injury or liability caused by the intentional or willful or wanton misconduct of that person. The procurement of insurance of any type by the Commission shall not in any way compromise or limit the immunity granted hereunder.

Section 2. Defense.

Subject to the provisions of the Compact and Rules promulgated thereunder, the Commission shall defend any member, officer, executive director, employee and representative of the Commission in any civil action seeking to impose liability arising out of any actual or alleged act, error or omission that occurred within the scope of Commission employment, duties or responsibilities, or

as determined by the Commission that the person against whom the claim is made had a reasonable basis for believing occurred within the scope of Commission employment, duties or responsibilities; provided that nothing herein shall be construed to prohibit that person from retaining their own counsel at their own expense; and provided further, that the actual or alleged act, error or omission did not result from that person's intentional or willful or wanton misconduct.

Section 3. Indemnification.

Notwithstanding Section 1 of this Article V, should any member, officer, executive director, employee or representative of the Commission be held liable for the amount of any settlement or judgment arising out of any actual or alleged act, error or omission that occurred within the scope of that individual's employment, duties or responsibilities for the Commission, or that the person to whom that individual is liable had a reasonable basis for believing occurred within the scope of the individual's employment, duties or responsibilities for the Commission, the Commission shall indemnify and hold harmless such individual, provided that the actual or alleged act, error or omission did not result from the intentional or willful or wanton misconduct of the individual.

ARTICLE VI

Meetings of the Commission

Section 1. Meetings and Notice.

The Commission shall meet at least once each calendar year at a time and place to be determined by the Commission. Additional meetings may be scheduled at the discretion of the chair, and must be called upon the request of a majority of Commission Members, as provided by the Compact. All Commission Members shall be given written notice of Commission meetings at least thirty (30) days prior to their scheduled dates. Final agendas shall be provided to all Commission Members no later than ten (10) days prior to any meeting of the Commission. Thereafter, additional agenda items requiring Commission action may not be added to the final agenda, except by an affirmative vote of a majority of the Members. All Commission meetings shall be open to the public, except as set forth in Commission Rules or as otherwise provided by the Compact. Prior public notice shall be posted on the Commission's website at least thirty (30) days prior to the public meeting. A meeting may be closed to the public where the Commission determines by two-thirds (2/3rds) vote of present Members that there exists at least one of the conditions for closing a meeting, as provided by the Compact or Commission Rules.

Section 2. Public Participation in Meetings.

Upon prior written request to the Commission, any person who desires to present a statement on a matter that is on the agenda shall be afforded an opportunity to present an oral statement to the Commission at an open meeting. The chair may, depending on the circumstances, afford any person who desires to present a statement on a matter that is on the agenda an opportunity to be heard absent a prior written request to the Commission. The chair may limit the time and manner of any such statements at any open meeting.

Section 3. Quorum.

Commission Members representing a majority of the Member States shall constitute a quorum for the transaction of business, except as otherwise required in these Bylaws. The participation of a Commission Member from a Member State in a meeting is sufficient to constitute the presence of that state for purposes of determining the existence of a quorum, provided the Member present is entitled to vote on behalf of the Member State represented. The presence of a quorum must be established before any vote of the Commission can be taken.

Section 4. Voting.

Each Member State represented at any meeting of the Commission by its Member is entitled to one vote. A Member or an Alternate Delegate shall vote for themselves and shall not delegate his or her vote to another Member. Members may participate in meetings by telephone or other means of telecommunication or electronic communication. Except as otherwise required by the Compact or these Bylaws, any question submitted to a vote of the Commission shall be determined by a simple majority.

Section 5. Procedure.

Matters of parliamentary procedure not covered by these Bylaws shall be governed by Robert's Rules of Order.

ARTICLE VII

Committees

The Commission may establish such committees as it deems necessary to carry out its objectives, which may include, but not be limited to Finance, Rules, Compliance, Training, Communications and Outreach, and Leadership Nomination. The composition, procedures, duties, budget and tenure of such committees shall be determined by the Commission.

ARTICLE VIII

Finance

Section 1. Fiscal Year.

The Commission's fiscal year shall begin on July 1 and end on June 30.

Section 2. Budget.

The Commission shall operate on an annual budget cycle and shall, in any given year, adopt budgets for the following fiscal year or years only after notice and comment as provided by the Compact.

Section 3. Accounting and Audit.

The Commission, through the Executive Committee, shall keep accurate and timely accounts of its internal receipts and disbursements of the Commission funds, other than receivership assets.

The Commission's financial accounts and reports, including the Commission's system of internal controls and procedures, shall be audited annually by an independent certified or licensed public accountant. As required by the Compact, the report of such independent audit shall be included in and become part of the Commission's annual report to the Member States. The Commission's internal accounts, any workpapers related to any internal audit and any workpapers related the independent audit shall be confidential; provided, that such materials shall be made available: 1) in compliance with the order of any court of competent jurisdiction; ii) pursuant to such reasonable rules as the Commission shall promulgate; and iii) to any Commissioner of a Member State, or their duly authorized representatives.

Section 4. Debt Limitations.

The Commission shall monitor its own and its committees' affairs for compliance with all provisions of the Compact, its rules and these Bylaws governing the incursion of debt and the pledging of credit.

Section 5. Travel Reimbursements.

Subject to the availability of budgeted funds and unless otherwise provided by the Commission, Commission Members shall be reimbursed for any actual and necessary expenses incurred pursuant to their attendance at all duly convened meetings of the Commission or its committees as provided by the Compact.

ARTICLE IX

Withdrawal, Default, and Termination

Member States may withdraw from the Compact only as provided by the Compact. The Commission may terminate a Member State as provided by the Compact.

ARTICLE X

Adoption and Amendment of Bylaws

Any Bylaw may be adopted, amended or repealed by a majority vote of the Members, provided that written notice and the full text of the proposed action is provided to all Commission Members at least thirty (30) days prior to the meeting at which the action is to be considered. Failing the required notice, a two-thirds (2/3rds) majority vote of the present Members shall be required for such action.

ARTICLE XI

Dissolution of the Compact

The Compact shall dissolve effective upon the date of the withdrawal or the termination by default of a Member State which reduces Membership in the Compact to one Member State as provided by the Compact. Upon dissolution of the Compact, the Compact becomes null and void and shall be of no further force or effect, and the business and affairs of the Commission shall be concluded

in an orderly manner and according to applicable law. Each Member State in good standing at the time of the Compact's dissolution shall receive a pro rata distribution of surplus funds based upon a ratio, the numerator of which shall be the amount of its last paid annual assessment, and the denominator of which shall be the sum of the last paid annual assessments of all Member States in good standing at the time of the Compact's dissolution. A Member State is in good standing if it has paid its assessments timely.

ARTICLE XI

Transitional Provisions

Section 1. Application.

This Article governs the transition from the terms of office for officers and Executive Committee members that commenced in February 2025. Subsequent amendments to the Bylaws affecting election procedures have been established by Article III, Section 1 and Article IV, Section 4.2, and this Article shall govern transition of officers and Executive Committee members elected under prior Bylaw terms. It expires as provided in this Article XI, Section 4.

Section 2. Terms in Office on Date of Adoption.

The officers and Members at Large of the Executive Committee elected in February 2025 (or upon special election due to vacancy prior to November 2026) shall continue in office until December 31, 2026 (the "Initial Election Term"). The Initial Election Term shall count as full terms for purposes of Article III, Section 1 and Article IV, Section 4.1; provided, however, that if any officer or Executive Committee Member served for less than one-half of the full Initial Election Term, such service does not count toward the limit on consecutive terms for the respective position(s).

Section 3. Elections Following the Initial Election Term.

The first election under amended Article III, Section 1 and Article IV, Section 4.2 shall be held at the Annual Meeting of the Commission in November 2026. Individuals elected at that meeting hold the status of Officer-Elect or Executive Committee Member-Elect until January 1, 2027.

Section 4. Expiration.

This Article expires on January 2, 2027, and shall thereafter be omitted from these Bylaws without further action of the Commission.