

**BY-LAWS OF
THE
NATIONAL ASSOCIATION OF PERINATAL SOCIAL WORKERS**

**ARTICLE I
Purpose, Vision, and Mission**

Section 1- The purpose, vision, and mission of the National Association of Perinatal Social Workers (NAPSW) shall be as follows:

- **VISION:** Every baby, every family...supported with competent and compassionate care.
- **MISSION:** NAPSW promotes and supports excellence in prenatal social work to maximize healthy outcomes for babies and their families.
- **PURPOSE:** NAPSW is a community of perinatal social workers sharing a knowledge base and striving for excellence in practice for the benefit of families around the time of birth.

Additionally, the organization may engage in all other lawful activity provided, however, that no purpose of this organization shall involve pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall benefit any member, director, trustee or individual.

**ARTICLE II
Principal Office**

Section 1 - The principal office of the National Association of Perinatal Social Workers shall be 3319 North Youngs Boulevard, Oklahoma City, Oklahoma, and shall be moved from time to time as determined by the Board of Directors with such additional offices as may from time to time be established.

**ARTICLE III
Membership**

Section 1 - Qualifications

- A. Regular Membership shall be open to individual social workers having received bachelor's, master's or doctorate degrees in social work and who have an interest in the goals and objectives of the Association. A Regular Member may vote, serve on committees, hold an office, and hold a seat on the Board of Directors.
- B. Associate Membership shall be open to individuals who have an interest in the goals and objectives of the NAPSW. They may vote and may serve on committees but are not eligible to serve as officers of the Association. One seat on the Board of Directors may be held by an Associate Member.
- C. Student Membership shall be open to students or trainees in a documented, matriculated bachelor, masters, or doctoral training program accredited by the Council of Social Work Education or a school outside the United States accredited

by a comparable body. Student members are not eligible for office, or to serve on the Board of Directors, but may serve on committees and may vote.

- D. Honorary Membership shall be offered to individuals who are making significant contributions to perinatal social work and who wish, upon invitation, to join the Association. Honorary Members pay no dues, do not serve on committees, hold an office or seat on the Board of Directors, and cannot vote.
- E. Retired Membership shall be open to individuals that are retired no longer working professionally in perinatal social work but who continue to have an interest in the goals and objectives of the NPSW. Retired Members are eligible to hold offices if they maintain a professional social work license, may serve on committees, the Board of Directors, and may vote.
- F: Partnership Membership shall be open to individuals who are members in good Standing of organizations that have a signed partnership agreement with NPSW. Partnership members are not eligible to hold an office in NPSW or seat on the Board of Directors. They do not serve on committees or vote. Their membership rate will be voted upon by the NPSW Board of Directors.

Section 2 - Termination and Removal

- A. Any of the following are subject to termination:
 - 1. Members whose professional activities have changed such that they do not meet the requirements for membership as stated in Section 1;
 - 2. Individuals who have not paid dues for one year will no longer retain membership in any category;
 - 3. Individuals requesting termination of their membership.
- B. Individuals whose activity is detrimental to the goals and purposes of the Association shall be removed from the Association. Removal proceedings shall be initiated by the Membership Committee and enacted by a majority vote of the Executive Committee. Notification of removal proceedings will be made ninety (90) days prior to action by the Executive Committee by written notification to the individual by registered mail to the last recorded address as shown on the records of the Association. Appeal of removal may be made to the Board of Directors in writing within thirty (30) days of the action.

Section 3 - Reinstatement

- A. A member shall be reinstated in either of the following manners:

1. Payment of dues received prior to the end of the twelfth month from the original renewal date shall automatically be applied to the unpaid balance and the renewal date will remain the same;
2. Payment of dues made after a twelve-month lapse in membership for any of the reasons stated in Article III, Section 2 of the By-Laws must be accompanied by an application and a new renewal date will be assigned.

ARTICLE IV Board of Directors

Section 1 - Powers

The Board of Directors of the Association shall exercise all the powers of the Association, deciding upon ongoing policy and priorities, policy implementation and the equitable allocation of financial resources under the broad policy and priority guidelines established by the membership of the Association.

Section 2 - Composition

The Board of Directors is composed of fifteen members, consisting of ten elected from the eligible membership at large, together with the elected officers of the Association, and the immediate past president of the Association. Other past presidents are members ex officio of the Board.

Section 3 - Term of Office and Elections

- A. The term of office for the Board of Directors shall be two years, with one-half of the ten members elected each year. The Board of Directors shall serve for no more than two consecutive terms in the same office. Their term shall begin on July 1 following the annual meeting at which they are elected.
- B. The Board of Directors shall be elected from the membership by a majority vote of the membership voting in the annual election. Candidates for the Board of Directors shall have been members in good standing of the Association for one year prior to standing for office.
- C. In the event of a tie in the election for a Board of Director(s), a second vote by confidential written ballot will be held by those members present at the Annual Business Meeting to elect the Board of Director.
- D. A member of the Board of Directors may resign from the Board by notifying the members of the Board of this intention by mail at least thirty days in advance of the effective date of said resignation.
- E. If a vacancy on the Board of Directors exists, the Board of Directors by majority vote shall be empowered to select a member from the membership to fill the position on the Board for the remainder of the unexpired term.

- F. A member of the Board of Directors may be removed from the Board by a two-thirds vote of the Board of Directors when in their sole judgment the best interests of the Association will be served thereby, or if sufficient cause exists for removal. Written notification of the action of the Board of Directors shall be made by registered mail within thirty days of the action of the Board of Directors to the member of the Board at the last recorded address as shown on the records of the Association. The vacancy will then be filled in accordance with the By-Laws.
- G. The member of the Board of Directors removed has the right of appeal to the Executive Committee and must inform the Executive Committee by registered mail of the intention to appeal the action of the Board of Directors within thirty days of receipt of notification of the action of the Board. The appeal shall take place at the next meeting of the Executive Committee. A two-thirds vote of the Committee present will be required to validate the action of the Board of Directors. If the action of the Board of Directors is not upheld, the member of the Board will again assume a seat on the Board.

Section 4 - Duties

- A. The duties of the Board of Directors will be:
 - 1. To develop procedures for program, priorities, and budget for each program and fiscal year, and for program implementation.
 - 2. To establish and dissolve committees and task forces based in the program and administrative needs of the Association.
 - 3. To develop policy within the goals of the Association.
 - 4. To represent the Association in its relationship with other organizations.
 - 5. To determine use of finances of the Association, including:
 - a. Development and administration of a financial policy for the efficient operation of the Association.
 - b. Adoption of a budget prior to the beginning of the fiscal year, which is to reflect the anticipated program for the year.
 - c. Preparation of an annual financial report.
 - d. Arrangement for an annual review by an independent C.P.A., at least thirty days prior to the annual meeting.
 - 6. To develop programs for the recruitment of new members.
 - 7. To provide at regular intervals evaluation and appraisal of operations.
 - 8. To review and resolve all intra-organizational issues and problems.

9. To hear appeals of any officer removed from office by the Executive Committee (Article V, Section 6).
10. To remove from the Board of Directors any member for which there is sufficient cause. (Article IV, Section 3E).
11. To pursue diligent adherence to the By-Laws of the Association.
12. All other business of the Association to fulfill its purposes.

Section 5 - Meetings

- A. The Board of Directors shall hold no less than one meeting in a given year, at such times and places as determined by the President. Notice of Board Meetings shall be sent by mail no less than two weeks prior to the meeting. All Board members shall be present at every meeting unless prevented due to reasonable cause. Any Board member may designate another member of the Board to vote for him/her as a proxy by sending written notification prior to the meeting of the Board.
- B. Special meetings shall be held at the call of the President or by petition of five members of the Board of Directors. A two-week notice shall be given for such meetings unless three-fourths of the Board of Directors has agreed to a shorter term of notice, or to its waiver.

Section 6 - Quorum

- A. Thirty percent (30%) of the membership of the Board of Directors shall constitute a quorum for the transaction of all business.

ARTICLE V Officers

Section 1 - Election

- A. The officers of the Association shall consist of the President, the Vice-President, the Secretary, the Treasurer, and a Parliamentarian. The officers, except the Parliamentarian, shall be elected from the membership voting in the annual election. Candidates for officers of the Association shall have been members in good standing of the Association for one year prior to standing for office. Candidates for President or Vice-President shall also have served a term on the Board of Directors prior to standing for office.
- B. In the event of a tie in the election for an Officer, a second vote by confidential written ballot will be held by those members present at the Annual Business Meeting eligible to vote to elect the Officer.

Section 2 - Term of Office

- A. The term of office shall be two years. The President shall serve only two terms of office. Other officers shall serve for no more than two consecutive terms in the same office. Their term of office shall begin on July 1 following the annual meeting at which they are elected.

Section 3 - Vacancy

- A. In the event of a vacancy in the office of the President, the Vice-President shall assume the office of President for the remainder of the unexpired term. The Vice-President may not accede to office of President unless elected by a majority vote of the membership present at the annual meeting. In the event of a vacancy in the offices of Vice-President, Secretary and/or Treasurer, the Board of Directors shall be empowered, by a majority vote, to select a member of the Board of Directors to fill the office or offices for the unexpired term.

Section 4 - Duties

- A. President:
 - 1. Shall prepare, prior to each meeting, an order of business for use of the Board of Directors, showing in their exact order under each heading all matters known in advance that are due to come up and, if applicable, the times for which they are set;
 - 1. Shall preside over all regular meetings. Open the meeting at the appointed time by taking the chair and calling the meeting to order;
 - 2. Shall announce in proper sequence the business that comes before the Association or becomes in order in accordance with the prescribed order of business, agenda, or program, and with existing orders of the day;
 - 3. Shall recognize members who are entitled to the floor;
 - 4. Shall state and put to vote all questions that legitimately come before the Association as motions or that otherwise arise during proceedings, and announce the result of every vote; or, if a motion that is not in order is made, rule it out of order, and dissolve a tie vote;
 - 5. Shall protect the Association from obviously frivolous or dilatory motions by refusing to recognize them;
 - 6. Shall enforce the rules relating to debate and decorum within the Association;
 - 7. Shall expedite business in every way compatible with the rights of members;
 - 8. Shall decide all questions of order, subject to appeal-unless, when in doubt, prefers to submit such a question to the Association for decisions;

9. Shall respond to inquiries of members relating to parliamentary procedure or information bearing on the business of the Association;
10. Shall authenticate by signature, when necessary, all acts, orders, and proceedings of the Association;
11. Shall declare the meeting adjourned when the Association so votes or- when applicable- at any time prescribed in the program, or at any time in the event of a sudden emergency affecting the safety of those present;
12. Shall be an ex-officio member of all committees except the Nominating Committee;
13. The immediate past president shall serve on the Executive Committee, thereafter, being an ex-officio member of that Committee.

B. Vice-President:

1. Shall perform those executive duties requested by the President;
2. Shall assume the President's duties if that officer is either absent or unable to serve.

C. Secretary:

1. Shall keep a record of all the proceedings of the Association;
2. Shall keep on file all committee reports including electronic copies of the Standards;
3. Shall call the roll where it is required;
4. Shall furnish committees with whatever documents are required for the performance of their duties, and have on hand at each meeting a list of all existing committees and their members;
5. Shall make a summary of the minutes and records available to members;
6. Shall maintain record book(s) in which the by-laws, special rules of order, standing rules and minutes are entered, with any Amendments to these documents properly recorded, and have the current record book(s) on hand at every meeting;
7. Shall call the meeting to order and in necessary preside until the election of President pro tem in the absence of the President and Vice-President;
8. Shall conduct all correspondence of the Association, notify members of regular and special meetings, circulate all general material approved by the President, and maintain a file of all correspondence.

D. Treasurer:

1. Shall receive all monies for the Association, giving proper receipt for the same deposit of same to the credit of the Association in an account maintained in the name of the Association at a convenient bank;
2. Shall keep accurate records of the financial standing of each member of the Association and shall oversee with the Membership Committee the notification in writing to any member delinquent in any financial obligation to the Association;
3. Shall be responsible for the payment of any such indebtedness as the Association may incur;
4. Shall make an annual report in writing to the Association and include therein a statement of the amount of monies collected, the amount expended, and the amount in hand;
5. Shall serve as a member of the Program committee.
6. Shall maintain insurance coverage for fraud by any person within the organization.
7. Shall review the bank statements with Executive Committee once A year.
8. Shall assist with developing accounting/financial oversight procedures in Accordance with the Bylaws.

E. Parliamentarian:

1. Shall interpret parliamentary procedures during all meetings.

Section 5 - Resignation

- A. An officer of the Association may resign from office by notifying the other members of the Board of Directors by mail at least thirty days in advance of the day of resignation. The vacancy will then be filled in accordance with the By-Laws.

Section 6 - Removal from Office

- A. Any officer of the Association may be removed from office by a two-thirds vote of the Executive Committee when in their sole judgment the best interests of the Association will be served thereby, or if other sufficient cause exists for removal.

Written notification of the action of the Executive Committee shall be made by registered mail within thirty days of the action of the Committee to the officer at the last recorded address as shown on the records of the Association. The office will, then, be filled in accordance with the By-Laws.

Section 7 - Appeal

- A. The officer removed has the right of appeal to the Board of Directors and must inform the Board of Directors by registered mail of the intention to appeal the action of the Executive Committee within thirty days of receipt of notification of the action of the Committee. The appeal shall take place at the next meeting of the Board. A two-thirds vote of the Board present will be required to validate the action of the Executive Committee. If the action of the Executive Committee is not upheld, the officer will again assume the office and its responsibilities.

ARTICLE VI Committees

This Association shall have ten (10) standing committees referred to as: (a) Executive Committee, (b) Nominating Committee, (c) Membership Committee, (d) Program Committee, (e) Communications Committee, (f) Standards Committee, (g) Education Committee, (h) Web Committee, (I) Long Range Planning Committee, (j), International Committee.

Section 1 - Executive Committee

- A. The Executive Committee shall consist of the elected officers and the immediate past president. The Executive Committee is responsible for conducting the operation of the Association according to the directives of the Board of Directors and shall act in behalf of the Board between meetings of the Board of Directors.

Section 2- Nominating Committee

- A. The Nominating Committee shall consist of three members, a chairperson appointed by the Executive Committee from the membership, and two members, one of whom is elected each year from the eligible membership for a term of two years. The Nominating Committee shall consider names submitted to it by the general membership for nominations to office and shall prepare a slate of candidates for elections to offices and the Board of Directors. The Nominating Committee shall notify officers, committee members and delegates of their election or appointment.
- B. Additional nominations may be received by written petition including the signatures of at least sixteen (16) members and received by the Nominating Committee within twenty (20) days following the announcement of candidates. A ballot shall be mailed to the membership at least thirty (30) days in advance of the election and shall include provisions for members to vote by proxy.

Section 3 - Membership Committee

- A. The Membership Committee shall consist of a chairperson appointed by the Executive Committee from the eligible membership and other interested eligible members. It shall determine the eligibility and acceptance for membership of all classes of membership arrange or conduct activities as are necessary to recruit new members, recognize retiring members and maintain organization membership. The Membership Committee should be responsible to maintain a list of members.

Section 4 - Program Committee

- A. The Program Committee shall consist of a chairperson or person hosting the Annual Conference, the Treasurer, the Past Program Committee Chairperson or persons and other interested eligible members. The Committee will plan and implement an annual clinical conference.

Section 5 - Communication Committee

- A. The Communication Committee shall consist of a chairperson, appointed by the Executive Committee from the eligible membership and other interested eligible members. This Committee shall be responsible for facilitating the exchange of ideas and information among members of the Association.

Section 6 - Standards Committee

- A. The Standards Committee shall consist of a chairperson, appointed by the Executive Committee from the eligible membership and other interested eligible members. This Committee shall be responsible for the development of standards as national guidelines for the delivery of perinatal social services.

Section 7 - Education Committee

- A. The Education Committee shall consist of a chairperson appointed by the Executive Committee from the eligible membership, and other interested eligible members. This Committee shall be responsible for determining appropriate means of meeting requirements for continuing education credits, devising a curriculum in perinatal health with established undergraduate and graduate schools of social work, research, working with regional groups and other disciplines in planning meetings and workshops, promoting the role of social workers as consultants to other disciplines involved in perinatal health care, and the provision of consultation to those establishing new social work programs in perinatal health care.

Section 8 – Web Committee

- A. The Web Committee shall consist of a chairperson, appointed by the Executive Committee from the eligible membership, and other interested eligible members. This committee shall be responsible for facilitating interaction between members, with non-members, with potential members, and the perinatal community nationally and internationally, regarding worldwide web resources. It shall serve as a resource for individuals and groups working in the provision of perinatal services. The committee will organize and prioritize information to be posted on the NAPSW

website. The chair will coordinate the transmission of information from the organization to the Web Technician/Webmaster.

Section 9- Long Range Planning Committee

- A. The Long-Range Planning Committee shall consist of the current President, current Treasurer, the current Past President, the current Vice President, the Canadian Board member, one current Board Member, one Member at large selected from the eligible membership, and the current Web Chair. This committee shall be responsible for overseeing the ongoing, planning and direction of the organization. They shall implement the decisions of the Long-Range Planning Retreats and make recommendations to the Board. They shall communicate this information to the membership at large as needed.

Section 10- International Committee:

- A. The International Committee shall be responsible for networking with members, non-members, and potential members that reside in countries outside of the United States of America. It shall serve as a resource for these members, and those engaged in perinatal social work. The chairperson of this committee shall be appointed by the Executive Committee, subject to the approval of the Board of Directors. The chairperson shall be allowed to attend the Board meetings but will not have a vote, unless they are an elected member of the Board.

Section 11 All chairpersons of committees shall be appointed by the Executive Committee subject to approval of the Board of Directors. Committee chairpersons shall preside over Committee meetings, coordinate the activities of the Committee, and serve as an Advisory Committee to the Board Members.

Section 12 All committees and committee chairs are subject to review every two years. Committee chairs serve at the discretion of the Executive Committee. The Association may create such committees as are required.

ARTICLE VII
Meeting of the Members of the Association

Section 1 - Annual Meetings

- A. The annual meeting of the members of the Association shall be held as designated by the Program Committee at which time elections and other business of the Association shall be transacted in accordance with these By-Laws.

Section 2- Special Meetings

- A. Special meetings of the members of the Association may be called by the Board of Directors or the Executive Committee and shall be called by the Secretary upon written request of 50 members of the Association eligible to vote. Such special meetings shall be held on such dates and at such times and places as shall be specified in the respective notices thereof.

Section 3 - Notice of Meetings

- A. Notices of meetings of the members of the Association, whether annual or special shall be in writing and shall set forth the date, time, and place thereof. Such notices of meetings shall be mailed or caused to be mailed by the Secretary not fewer than thirty or more than ninety days before each meeting addressed to each member of the Association at his/her address as it shall appear on the records of the Association. Notices of adjourned meetings need not be given.

Section 4 - Quorum

- A. At any annual or special meeting of the members of the Association thirty percent (30%) of the members eligible to vote shall constitute a quorum.

**ARTICLE VIII
Parliamentary Authority**

Robert's Rules of Order, Revised Edition, will be the parliamentary authority of the Association.

**ARTICLE IX
Dissolution**

Should the Association be dissolved, any remaining assets will be distributed to charitable organizations with similar causes.

**ARTICLE X
Financial Records**

- Section 1 The fiscal year of the Association shall be July 1 to June 30 the succeeding year.
- Section 2 The dues for regular, associate, retired, student, and partnership members, will be established by the Board of Directors.
- Section 3 There shall be an annual review by a certified public accountant chosen by the Executive Committee.

**ARTICLE XI
Definitions**

Section 1- Terms used above in the Constitution and By-Laws are defined as follows:

- A. Perinatal Health Care Settings - These are health related settings where the primary intent of social work services is directed to families at any period from conception of a child through the first year of life. These settings would include obstetrical services of any hospital, public health department, community health clinics, and comprehensive community health center, private OB and pediatric office, federal and state public health agencies, the faculty of

accredited schools of social work, schools of public health, private practice, adoption agencies, and infant development programs.

- B. Social Work Employment - This means the offering of direct social work services, consultation, training and education, research, administration, and supervision.
- C. Social Worker - An individual who has a bachelor, master's or doctorate degree in social work from an accredited school of social work.

ARTICLE XII Amendments

Section 1 - An Amendment to the By-Laws may be proposed by any of the following:

- A. Signed petition of sixteen members or more which shall be equivalent to the number of directors on the Board.
- B. The Board of Directors
- C. Any committee

Section 2 - A proposed Amendment must be distributed to the membership at least thirty (30) days Prior to the annual meeting at which it will be received.

Section 3 - Ratification of an Amendment will be held through a ballot mailed to each member not Less than thirty (30) days prior to the Annual Meeting. This ballot shall be accompanied By a proxy form upon which each member may authorize the casting of votes for or Against the Amendment at the Annual Meeting. Ratification of the Amendment shall be

Decided by two-thirds (2/3) of the total votes cast.

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