

Proposal to Amend Society of Women Engineers Bylaws

Proposal #	Description	Article	Section	Proposed by
S-2005	Section Governance Amend Article VI, by substituting in its entirety a new article	VI	all	Stephanie Foege, Genevieve Kane, Laura Gimpelson, Vickie Glancy Cannon, Sandy Pettit, Alexis McKittrick, Hope Toole Schwalls, Cindy Hoover, Dayna Johnson, Heather Doty

<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
<p><u>ARTICLE VI – SECTIONS AND OTHER GROUPS</u></p> <p><u>Section 1. Professional Sections</u></p> <p>A. Any group of at least ten non-collegiate voting members in good standing in the United States or Puerto Rico may apply to the Society for a charter to form a professional section. Such application must be accompanied by a copy of the proposed section bylaws and names of proposed officers. Professional section members shall have the same membership grade in the section as they have in the Society.</p> <p>B. Professional sections shall have control over their own activities and projects within the professional section, provided that no professional section activity may be in conflict with the established policies of the Society. Professional sections may not assess dues or fees. At the discretion of the professional section, collegiate members who will be assigned to that</p>	<p><u>ARTICLE VI – SECTIONS AND OTHER GROUPS</u></p> <p><u>Section 1. Professional Sections</u></p> <p>A. Any group of at least ten non-collegiate voting members in good standing in the United States or Puerto Rico may apply to the Society for a charter to form a professional section. Such application must be accompanied by a copy of the proposed section bylaws agreement and names of proposed officers. Professional and collegiate section members shall have the same membership grade in the their section as they have in the Society.</p> <p>B. Professional Sections shall have control over their own activities and projects within the professional section, provided that no professional section activity may be in conflict with the established policies of the Society. Professional Sections may not assess membership dues or fees. At the discretion of the professional section, collegiate members who will be</p>	<p><u>ARTICLE VI – SECTIONS AND OTHER GROUPS</u></p> <p><u>Section 1. Sections</u></p> <p>A. Any group of at least ten voting members in good standing in the United States or Puerto Rico may apply to the Society for a charter to form a section. Such application must be accompanied by a copy of the proposed section agreement and names of proposed officers. Professional and collegiate section members shall have the same membership grade in their section as they have in the Society.</p> <p>B. Sections shall have control over their own activities and projects within the section, provided that no section activity may be in conflict with the established policies of the Society. Sections may not assess membership dues or fees.</p>

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<p>section may be allowed to be candidates for election to positions other than president, provided that they will qualify for professional membership before the start of the term of office, but must meet these requirements and the requirements of the position in order to serve.</p> <p>C. In order to be in good standing, a professional section must have at least ten non-collegiate voting members in good standing, current bylaws, and have filed its annual reports and officer lists</p> <p>D. If, in the judgment of the board of directors, a professional section is not in good standing for two or more consecutive years, the board may declare that section inactive. All current members of the section must be notified in writing at least thirty days prior to such action being taken.</p>	<p>assigned to that section may be allowed to be candidates for election to positions other than president, provided that they will qualify for professional membership before the start of the term of office, but must meet these requirements and the requirements of the position in order to serve.</p> <p>C. In order to be in good standing, a professional section must have at least ten non-collegiate voting members in good standing, current bylaws, and have filed its annual reports documents and officer lists. <u>Collegiate sections must additionally have an elected counselor.</u></p> <p>D. <u>A collegiate section shall elect a counselor for the section. The counselor shall be a member in good standing, eligible for professional membership in the Society. The counselor shall not be a member of that collegiate section.</u></p> <p><u>E.</u> If, in the judgment of the board of directors, a professional section is not in good standing for two or more consecutive years, the board may declare that section inactive. All current members of the section must be notified in writing at least thirty days prior to such action being taken.</p>	<p>C. In order to be in good standing, a section must have at least ten voting members in good standing and have filed its annual documents and officer lists. Collegiate sections must additionally have an elected counselor.</p> <p>D. A collegiate section shall elect a counselor for the section. The counselor shall be a member in good standing, eligible for professional membership in the Society. The counselor shall not be a member of that collegiate section.</p> <p>E. If, in the judgment of the board of directors, a section is not in good standing for two or more consecutive years, the board may declare that section inactive. All current members of the section must be notified in writing at least thirty days prior to such action being taken. Should a section be</p>
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<p>Should a section be declared inactive, it shall not be eligible to receive section dues rebates, or to act collectively in the name of SWE. Members of inactive sections shall automatically become members at large. A section that has been declared inactive may be reinstated by the board of directors upon receipt of a letter requesting reinstatement, accompanied by the same documentation required for chartering a new section.</p> <p><u>Section 2. Collegiate Sections</u></p> <p>A. Any group of at least ten collegiate members in good standing from a college or university in the United States or Puerto Rico may petition the board of directors for a collegiate section charter, provided that:</p> <ol style="list-style-type: none">1. At least fifty percent of the members of the proposed collegiate section are women majoring in engineering or engineering technology;2. At least eight of the members expect to be eligible for membership in that collegiate section for the fiscal year following granting of the charter; and	<p>Should a section be declared inactive, it shall not be eligible to receive section dues rebates, or to act collectively in the name of SWE. Members of inactive <u>professional</u> sections shall automatically become members at large. <u>Members of inactive collegiate sections shall automatically become members of a professional section (if available) or shall become members at large.</u> A section that has been declared inactive may be reinstated by the board of directors upon receipt of a letter requesting reinstatement, accompanied by the same documentation required for chartering a new section.</p> <p><u>Section 2. Collegiate Sections</u></p> <p><u>A. Any group of at least ten collegiate members in good standing from a college or university in the United States or Puerto Rico may petition the board of directors for a collegiate section charter, provided that:</u></p> <ol style="list-style-type: none"><u>1. At least fifty percent of the members of the proposed collegiate section are women majoring in engineering or engineering technology;</u><u>2. At least eight of the members expect to be eligible for membership in that collegiate section for the fiscal year following granting of the charter; and</u>	<p>declared inactive, it shall not be eligible to receive section dues rebates, or to act collectively in the name of SWE. Members of inactive professional sections shall automatically become members at large. Members of inactive collegiate sections shall automatically become members of a professional section (if available) or shall become members at large. A section that has been declared inactive may be reinstated by the board of directors upon receipt of a letter requesting reinstatement, accompanied by the same documentation required for chartering a new section.</p>
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<p>3. The petition includes a copy of the proposed bylaws and names of proposed officers.</p> <p>B. The collegiate section shall elect a counselor to the section. The counselor shall be a member in good standing, eligible for professional membership in the Society. The counselor shall not be a member of that collegiate section.</p> <p>C. Collegiate sections shall have control over activities and projects within the collegiate section, provided that no collegiate section activity may be in conflict with the established policies of the board of directors. Collegiate sections may not assess dues or fees.</p> <p>D. In order to be in good standing, a collegiate section must have at least ten collegiate members in good standing, current bylaws, an elected counselor, and filed its annual reports and officer lists.</p> <p>E. If, in the judgment of the board of directors, a collegiate section is not in good standing for two or more consecutive years, the board may declare that collegiate section inactive. All current members of the section must be notified in writing at least thirty days prior to such action being taken. Should a collegiate section be declared</p>	<p>3. The petition includes a copy of the proposed bylaws and names of proposed officers.</p> <p>B. The collegiate section shall elect a counselor to the section. The counselor shall be a member in good standing, eligible for professional membership in the Society. The counselor shall not be a member of that collegiate section.</p> <p>C. Collegiate sections shall have control over activities and projects within the collegiate section, provided that no collegiate section activity may be in conflict with the established policies of the board of directors. Collegiate sections may not assess dues or fees.</p> <p>D. In order to be in good standing, a collegiate section must have at least ten collegiate members in good standing, current bylaws, an elected counselor, and filed its annual reports and officer lists.</p> <p>E. If, in the judgment of the board of directors, a collegiate section is not in good standing for two or more consecutive years, the board may declare that collegiate section inactive. All current members of the section must be notified in writing at least thirty days prior to such action being taken. Should a collegiate section be declared</p>	
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<p>inactive, it shall not be eligible to receive collegiate section dues rebates, or act collectively in the name of SWE. Members of inactive collegiate sections shall automatically become members of a professional section (if available) or shall become members at large. A collegiate section which has been declared inactive may be reinstated by the board of directors upon receipt of a letter, requesting reinstatement and accompanied by the same documentation required for chartering a new section.</p> <p><u>Section 3. Section Bylaws</u> There shall be professional section and collegiate section bylaws templates provided to all professional and collegiate sections. Sections may adopt such template or make such changes as allowed, provided that no section bylaw may conflict with the Society bylaws.</p>	<p>inactive, it shall not be eligible to receive collegiate section dues rebates, or act collectively in the name of SWE. Members of inactive collegiate sections shall automatically become members of a professional section (if available) or shall become members at large. A collegiate section which has been declared inactive may be reinstated by the board of directors upon receipt of a letter, requesting reinstatement and accompanied by the same documentation required for chartering a new section.</p> <p><u>Section 3. Section Bylaws</u> There shall be professional section and collegiate section bylaws templates provided to all professional and collegiate sections. Sections may adopt such template or make such changes as allowed, provided that no section bylaw may conflict with the Society bylaws.</p> <p><u>Section 3. 2. Section Agreement</u> <u>Individuals with fiduciary responsibility for the section shall annually sign and comply with a Section Agreement. The Section Agreement will hold sections accountable to standards of ethics and conduct as well as upholding all requirements in the Society bylaws. Additional governing documents may be allowed to address section specific needs such as college or university requirements, provided they do</u></p>	<p><u>Section 2. Section Agreement</u> Individuals with fiduciary responsibility for the section shall annually sign and comply with a Section Agreement. The Section Agreement will hold sections accountable to standards of ethics and conduct as well as upholding all requirements in the Society bylaws. Additional governing documents may be allowed to address section specific needs such as college or university requirements, provided they do</p>
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	<p><u>not conflict with the Society bylaws.</u></p> <p><u>Section 3. Section Membership</u> <u>Members of a professional section are those members of the Society assigned to the section. Members of a collegiate section are those members of the Society assigned to the section who meet all requirements delineated by their college or university. All members of a section shall have the right to attend all in-person section and executive council meetings and maintain voting privileges at section meetings.</u></p> <p><u>Section 4. Section Business Meetings</u> <u>A meeting of the general section membership to conduct the business of the section may be called by the president, the executive council, or by a group of five percent or five of the voting members of the section, whichever is greater. At least ten days written notice shall be provided to all members prior to such a business meeting.</u></p> <p><u>Section 5. Section Officers</u> <u>A. Sections shall maintain a minimum of three officers - the president, secretary, and treasurer. Additional officers may be defined in section procedures. Minimal section officer duties shall be defined in the Section Agreement.</u></p>	<p>not conflict with the Society bylaws.</p> <p><u>Section 3. Section Membership</u> Members of a professional section are those members of the Society assigned to the section. Members of a collegiate section are those members of the Society assigned to the section who meet all requirements delineated by their college or university. All members of a section shall have the right to attend all in-person section and executive council meetings and maintain voting privileges at section meetings.</p> <p><u>Section 4. Section Business Meetings</u> A meeting of the general section membership to conduct the business of the section may be called by the president, the executive council, or by a group of five percent or five of the voting members of the section, whichever is greater. At least ten days written notice shall be provided to all members prior to such a business meeting.</p> <p><u>Section 5. Section Officers</u> A. Sections shall maintain a minimum of three officers - the president, secretary, and treasurer. Additional officers may be defined in section procedures. Minimal section officer duties shall be defined in the Section Agreement.</p>
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	<p><u>B. Section Officer Eligibility</u></p> <ol style="list-style-type: none"><u>1. The officers must be dues paying members of the Society who are assigned to the section. The president and successor to the president of a professional section must also be non-collegiate members of the Society. At the discretion of the professional section, collegiate members who will be assigned to that section may be candidates for other positions provided they will qualify for professional membership before the start of the term of office; however, they must meet these requirements and the requirements of the position in order to serve. Officers of a collegiate section must be collegiate members of the section and meet all college or university officer requirements.</u><u>2. Officers may hold more than one office provided that there is a minimum of three elected officers of the section. No one may hold the office of president and treasurer at the same time. No officer position may be held by multiple individuals concurrently.</u>	<p><u>B. Section Officer Eligibility</u></p> <ol style="list-style-type: none">1. The officers must be dues paying members of the Society who are assigned to the section. The president and successor to the president of a professional section must also be non-collegiate members of the Society. At the discretion of the professional section, collegiate members who will be assigned to that section may be candidates for other positions provided they will qualify for professional membership before the start of the term of office; however, they must meet these requirements and the requirements of the position in order to serve. Officers of a collegiate section must be collegiate members of the section and meet all college or university officer requirements.2. Officers may hold more than one office provided that there is a minimum of three elected officers of the section. No one may hold the office of president and treasurer at the same time. No officer position may be held by multiple individuals concurrently.
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<p><u>Section 4. Revocation of Charter</u> The board of directors may revoke the charter of any section for cause, after giving the section an adequate opportunity to be heard before the board of directors and upon a two-thirds vote of the board of directors. Upon the request of a section, the board of directors may revoke the charter by majority vote.</p> <p><u>Section 5. Other Groups</u> Other groups may be created and managed by the board of directors to</p>	<p><u>C. Section Officer Nomination and Election</u> 1. <u>Sections will nominate and elect officers with finalized results by the date required per their Section Agreement and the Society each year.</u></p> <p><u>Section 6. Section Dissolution</u> <u>In the event of dissolution, the assets of the section shall be first used to pay any remaining debts. Any unspent funds or sponsorship originating from a college or university shall be returned to the college or university. Any remaining funds shall be disbursed to SWE sections, the SWE members at large organization, the Society, or SWE endowment funds as recommended by the section's executive council and approved by the SWE board of directors.</u></p> <p><u>Section 4-7. Revocation of Charter</u> The board of directors may revoke the charter of any section for cause, after giving the section an adequate opportunity to be heard before the board of directors and upon a two-thirds vote of the board of directors. Upon the request of a section, the board of directors may revoke the charter by majority vote.</p> <p><u>Section 5-8. Other Groups</u> Other groups may be created and managed by the board of directors to</p>	<p><u>C. Section Officer Nomination and Election</u> 1. Sections will nominate and elect officers with finalized results by the date required per their Section Agreement and the Society each year.</p> <p><u>Section 6. Section Dissolution</u> In the event of dissolution, the assets of the section shall be first used to pay any remaining debts. Any unspent funds or sponsorship originating from a college or university shall be returned to the college or university. Any remaining funds shall be disbursed to SWE sections, the SWE members at large organization, the Society, or SWE endowment funds as recommended by the section's executive council and approved by the SWE board of directors.</p> <p><u>Section 7. Revocation of Charter</u> The board of directors may revoke the charter of any section for cause, after giving the section an adequate opportunity to be heard before the board of directors and upon a two-thirds vote of the board of directors. Upon the request of a section, the board of directors may revoke the charter by majority vote.</p> <p><u>Section 8. Other Groups</u> Other groups may be created and managed by the board of directors to</p>
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support the Society’s mission under such requirements as the board may determine.	support the Society’s mission under such requirements as the board may determine.	support the Society’s mission under such requirements as the board may determine.
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Proviso:
This amendment shall take effect at the beginning of the FY21.

Conforming Amendments:
 Amend Article III, Section 2.C.6 by inserting the word “agreements” after the word “section”.
 Amend Article IV, Section 2.A.7 by inserting the word “agreements” after the word “section”.

<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
<p><u>ARTICLE III – OFFICERS</u></p> <p><u>Section 2. Duties</u></p> <p>C. The secretary shall:</p> <p>6. Approve section and members at large bylaws, as well as subsequent amendments, subject to appeal to the board of directors;</p> <p><u>ARTICLE IV</u></p>	<p><u>ARTICLE III – OFFICERS</u></p> <p><i>No change to section 1.</i></p> <p><u>Section 2. Duties</u></p> <p><i>No change to parts A & B.</i></p> <p>C. The secretary shall:</p> <p><i>No change to paragraphs 1–5.</i></p> <p>6. Approve section agreements and members at large bylaws, as well as subsequent amendments, subject to appeal to the board of directors;</p> <p><u>ARTICLE IV</u></p>	<p><u>ARTICLE III – OFFICERS</u></p> <p><i>No change to section 1.</i></p> <p><u>Section 2. Duties</u></p> <p><i>No change to parts A & B.</i></p> <p>C. The secretary shall:</p> <p><i>No change to paragraphs 1–5.</i></p> <p>6. Approve section agreements and members at large bylaws, as well as subsequent amendments, subject to appeal to the board of directors;</p> <p><u>ARTICLE IV</u></p>

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<p><u>Section 2. Authority and Duties</u> A. Board of Directors</p> <p>7. Create policies with regard to and be the final authority on section and members at large bylaws;</p>	<p><i>No change to section 1.</i> <u>Section 2. Authority and Duties</u> A. Board of Directors</p> <p><i>No change to paragraphs 1–6.</i> 7. Create policies with regard to and be the final authority on section <u>agreements</u> and members at large bylaws;</p>	<p><i>No change to section 1.</i> <u>Section 2. Authority and Duties</u> A. Board of Directors</p> <p><i>No change to paragraphs 1–6.</i> 7. Create policies with regard to and be the final authority on section agreements and members at large bylaws;</p>
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Rationale:

This amendment includes provisions that would move specific requirements (proposed Sections 3 through 6) from the section bylaws to the Society bylaws. This restructure removes the requirement for sections to have section bylaws and gives them more autonomy to create policies and procedures specific to their needs. Additionally, updated wording more closely aligns the Society Bylaws with current requirements for section good standing.

A new Section Agreement is being recommended by the Board of Directors (BOD), SWE headquarters' staff and SWE's legal team. Implementation of a Section Agreement is independent of the proposed bylaws amendment. Like section bylaws, this agreement is under BOD authority. **Approving this amendment in conjunction with the addition of the Section Agreement is an opportunity to streamline section governing documents and reduce the risk of inconsistency among them.**

This amendment addresses key problems currently facing the Society, specifically that over half of our 400 plus sections have not updated their section bylaws to be compliant with current Society bylaws. Current bylaws are a requirement for section good standing. Enforcement of this provision would lead to loss of section revenue from dues rebates. Further, it is difficult to enforce requirements when governing documents have conflicting provisions. This proposed bylaws amendment immediately brings all sections into compliance with respect to current **and future** Society bylaws updates. This move helps to position SWE for future growth.

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Pros:

Adoption of the proposed amendment will:

- **Reduce financial and legal risk to the Society by**
 - Bringing all sections into good standing with respect to current bylaws
 - Eliminating the potential for sections to operate under conflicting section and Society bylaws
 - Reducing the risk of having governing documents with conflicting provisions
 - With the new Section Agreement, addressing gaps related to tax exemption status, indemnification, and the relationship between the section and Society

- **Lead to**
 - Protection of the SWE brand and image
 - Protection of SWE's 501(c)3 status
 - A more consistent member experience across all sections/groups.
 - Simplification of required section documents
 - More autonomy for sections to serve the needs of their members

- **Improve the function of the bylaws committee by**
 - Eliminating the backlog of modified section bylaws to be reviewed
 - Shifting the focus from policing and clerical work towards guidance and education
 - Providing a more meaningful volunteer experience

Cons:

The following items have been identified as potential risks and/or topics that will require education or action in the implementation plan:

- Individual sections (especially collegiate sections subordinate to their university's tax exemption status) may be uncomfortable with signing the new Section Agreement.
- Individual sections may require additional section governance documents or individual section bylaws due to third party requirements (e.g. section incorporation and endowment accounts).
- Prior history of section noncompliance with past governance changes may indicate future lack of participation without significant education and impetus.

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Recommendation of Bylaws Committee:

The Bylaws Committee recommends approval of this amendment as presented.