

Proposal to Amend Society of Women Engineers Bylaws

Proposal #	Description	Article	Section	Proposed by
S-2203	<p>Amend Article IX – Committees for General Organization Changes</p> <ul style="list-style-type: none"> • <i>Reordered language to improve readability and provide an order of operations on the formation and governance of non-standing and standing committees.</i> • <i>Redefined Sections 1 and 2 to better indicate what applies to all committees and what applies to standing committees.</i> • <i>Clarified language on the authority for committees to create procedures.</i> • <i>Added “of directors” to references where “board” was used alone, so it now reads “board of directors.”</i> • <i>Removes general language on ex officio committee members to specifically define for standing committees.</i> • <i>Reorder standing committees to alphabetical order and indent under Section 2</i> 	IX	All	<p><i>Kristine Barnes, Stephanie Loete, Alison Bergmann, Alexis McKittrick, Heather Wiest</i></p>

<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
<p><u>ARTICLE IX – Committees</u> <u>Section 1. Committees</u> A. There shall be five standing committees and any other such committees as the board of directors may direct. The standing committees shall be audit, bylaws, ethics, finance, and nominating. Each committee shall be provided a charter that has been approved</p>	<p><u>ARTICLE IX – Committees</u> There shall be five standing committees and other committees as the board of directors may direct. <u>Section 1. Committees</u>General A. There shall be five standing committees and any other such committees as the board of directors may</p>	<p><u>ARTICLE IX – Committees</u> There shall be five standing committees and other committees as the board of directors may direct. <u>Section 1. General</u> A. Each committee shall be provided a charter that has been approved by the board of directors and includes, at a</p>

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<p>by the board and includes, at a minimum, the committee's purpose, its scope, its authority and limitations on that authority, and the deliverables.</p> <p>B. Each committee shall have a board contact. Except for the nominating committee, the board contact shall also serve as an ex officio member of the committee. The board contact shall be designated by the president. Each committee may develop policies and procedures for the operations of that committee. No such policies and procedures shall conflict with these bylaws or other adopted rules of the Society.</p> <p>C. Standing committees shall have a chair and a chair-elect. The chair-elect</p>	<p>direct. The standing committees shall be audit, bylaws, ethics, finance, and nominating. Each committee shall be provided a charter that has been approved by the board of directors and includes, at a minimum, the committee's purpose, its scope, its authority and limitations on that authority, and the deliverables.</p> <p>B. Each committee may develop policies and procedures for the operations of that committee. No such policies and charters or procedures shall conflict with these bylaws or other adopted rules policies of the Society.</p> <p>CB. Each committee shall have a board of directors contact. Except for the nominating committee, the board contact shall also serve as an ex officio member of the committee. The board of directors contact shall be designated by the president. Each committee may develop policies and procedures for the operations of that committee. No such policies and procedures shall conflict with these bylaws or other adopted rules of the Society.</p> <p><u>Section 2. Standing Committees</u></p> <p>A. The standing committees shall be audit, bylaws, ethics, finance, and nominating.</p> <p>BC. Standing committees shall have a chair and a chair-elect. The chair-elect shall be elected by the membership and</p>	<p>minimum, the committee's purpose, its scope, its authority and limitations on that authority, and the deliverables.</p> <p>B. Each committee may develop procedures for the operations of that committee. No such charters or procedures shall conflict with these bylaws or other adopted policies of the Society.</p> <p>C. Each committee shall have a board of directors contact. The board of directors contact shall be designated by the president.</p> <p><u>Section 2. Standing Committees</u></p> <p>A. The standing committees shall be audit, bylaws, ethics, finance, and nominating.</p> <p>B. Standing committees shall have a chair and a chair-elect. The chair-elect shall be elected by the membership and</p>
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<p>shall be elected by the membership and shall serve for one fiscal year, followed by one fiscal year as chair. Candidates must be voting members of the Society in good standing and have experience that demonstrates competency in skills as determined by the nominating committee.</p> <p>D. The chair-elect shall assist the chair as deemed necessary by the chair or members of the committee. The chair-elect shall perform the duties of the chair in the absence of or at the request of the chair. The chair-elect shall fill a vacancy in the position of chair for the remainder of the term, followed by one full term as chair. A vacancy in the chair-elect position may be filled for the remainder of the term by the committee.</p>	<p>shall serve for one fiscal year, followed by one fiscal year as chair. Candidates must be voting members of the Society in good standing and have experience that demonstrates competency in skills as determined by the nominating committee.</p> <p>CD. The chair-elect shall assist the chair as deemed necessary by the chair or members of the committee. The chair-elect shall perform the duties of the chair in the absence of or at the request of the chair. The chair-elect shall fill a vacancy in the position of chair for the remainder of the term, followed by one full term as chair. A vacancy in the chair-elect position may be filled for the remainder of the term by the committee.</p> <p>D. Audit Committee The audit committee shall be composed of at least three members, none of whom may be serving as treasurer or be an employee of the Society. The duties of the audit committee shall be to:</p> <ol style="list-style-type: none"> 1. Select and recommend to the board of directors an auditor who may not be contracted by SWE for any other functions other than auditing and tax preparation services; 2. Direct the staff to prepare the information for the audit; 3. Review the audit; and 	<p>shall serve for one fiscal year, followed by one fiscal year as chair. Candidates must be voting members of the Society in good standing and have experience that demonstrates competency in skills as determined by the nominating committee.</p> <p>C. The chair-elect shall assist the chair as deemed necessary by the chair or members of the committee. The chair-elect shall perform the duties of the chair in the absence of or at the request of the chair. The chair-elect shall fill a vacancy in the position of chair for the remainder of the term, followed by one full term as chair. A vacancy in the chair-elect position may be filled for the remainder of the term by the committee.</p> <p>D. Audit Committee The audit committee shall be composed of at least three members, none of whom may be serving as treasurer or be an employee of the Society. The duties of the audit committee shall be to:</p> <ol style="list-style-type: none"> 1. Select and recommend to the board of directors an auditor who may not be contracted by SWE for any other functions other than auditing and tax preparation services; 2. Direct the staff to prepare the information for the audit; 3. Review the audit; and 4. Report to the board of directors on the process, outcome, and any committee recommendations.
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<p><u>Section 2. Finance Committee</u> The finance committee shall be composed of at least five members, two of whom shall be members of the board of directors. The treasurer shall be an ex officio member of the finance committee. The finance committee shall be primarily responsible for:</p> <ol style="list-style-type: none">1. Budgeting and long-range financial planning;2. Monitoring the fiscal health of the Society on an ongoing basis;3. Reviewing the independent annual financial audit, and reporting their recommendations to the board of directors; and4. Consulting on other financial matters of the Society on an as-needed basis. <p><u>Section 3. Audit Committee</u> The audit committee shall be composed of at least three members, none of whom may be serving as treasurer or be an employee of the Society. The duties of the audit committee shall be to:</p> <ol style="list-style-type: none">1. Select and recommend to the board an auditor who may not be contracted by SWE for any other	<p>4. Report to the board of directors on the process, outcome, and any committee recommendations.</p> <p>E. Finance Committee The finance committee shall be composed of at least five members, two of whom shall be members of the board of directors. The treasurer shall be an ex officio member of the finance committee. The finance committee shall be primarily responsible for:</p> <ol style="list-style-type: none">1. Budgeting and long-range financial planning;2. Monitoring the fiscal health of the Society on an ongoing basis;3. Reviewing the independent annual financial audit, and reporting their recommendations to the board of directors; and4. Consulting on other financial matters of the Society on an as-needed basis. <p><u>Section 3. Audit Committee</u> The audit committee shall be composed of at least three members, none of whom may be serving as treasurer or be an employee of the Society. The duties of the audit committee shall be to:</p> <ol style="list-style-type: none">1. Select and recommend to the board an auditor who may not be	<p>E. Finance Committee The finance committee shall be composed of at least five members, two of whom shall be members of the board of directors. The treasurer shall be an ex officio member of the finance committee. The finance committee shall be primarily responsible for:</p> <ol style="list-style-type: none">1. Budgeting and long-range financial planning;2. Monitoring the fiscal health of the Society on an ongoing basis;3. Reviewing the independent annual financial audit, and reporting their recommendations to the board of directors; and4. Consulting on other financial matters of the Society on an as-needed basis.
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<p>functions other than auditing and tax preparation services;</p> <ol style="list-style-type: none"> 2. Direct the staff to prepare the information for the audit; 3. Review the audit; and 4. Report to the board of directors on the process, outcome, and any committee recommendations. <p><u>Section 4. Nominating Committee.</u></p> <p>A. The nominating committee shall, subject to the approval of the board of directors, develop and maintain appropriate procedures to govern the Society related to nomination, election, or removal not covered by the law or these bylaws.</p> <p>B. The nominating committee shall be composed of at least ten members, to serve for a period of two fiscal years. The members will be designated by procedures approved by the board of directors. Terms shall be staggered so that approximately half of the members of the committee are selected each year. Members of the nominating committee may not succeed themselves as members but may serve up to two additional years; up to one year as chair-elect of the committee and up to one year as chair of the committee.</p> <p>C. The executive director shall be a nonvoting ex officio member of the</p>	<p>contracted by SWE for any other functions other than auditing and tax preparation services;</p> <ol style="list-style-type: none"> 2. Direct the staff to prepare the information for the audit; 3. Review the audit; and 4. Report to the board of directors on the process, outcome, and any committee recommendations. <p>F. Nominating Committee-</p> <p>1A. The nominating committee shall, subject to the approval of the board of directors, develop and maintain appropriate procedures to govern the Society related to nomination, election, or removal not covered by the law or these bylaws.</p> <p>2B. The nominating committee shall be composed of at least ten members, to serve for a period of two fiscal years. The members will be designated by procedures approved by the board of directors. Terms shall be staggered so that approximately half of the members of the committee are selected each year. Members of the nominating committee may not succeed themselves as members but may serve up to two additional years; up to one year as chair-elect of the committee and up to one year as chair of the committee.</p>	<p>F. Nominating Committee</p> <ol style="list-style-type: none"> 1. The nominating committee shall, subject to the approval of the board of directors, develop and maintain appropriate procedures to govern the Society related to nomination, election, or removal not covered by the law or these bylaws. 2. The nominating committee shall be composed of at least ten members, to serve for a period of two fiscal years. The members will be designated by procedures approved by the board of directors. Terms shall be staggered so that approximately half of the members of the committee are selected each year. Members of the nominating committee may not succeed themselves as members but may serve up to two additional years; up to one year as chair-elect of the committee and up to one year as chair of the committee.
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<p>committee; however, by majority vote of the voting members of the nominating committee, the executive director may be dismissed from all or any part of a meeting.</p> <p>D. The chair and chair-elect of the nominating committee shall be nonvoting members of the committee. Candidates for chair-elect must have recent service on the nominating committee or board of directors and may be members of the committee or board of directors at the time of selection. The chair or chair-elect may not serve concurrently as a voting member on the committee or as a member of the board of directors. The chair and chair-elect shall not be eligible to serve as a voting member of the nominating committee for at least one year after serving as chair or chair-elect.</p> <p>E. In order to be eligible to serve on the nominating committee, a member must have had recent experience on a Society level, such as service on the board of directors, as a member of the senate, or as a Society committee chair. Members of the nominating committee may not become candidates for elected positions other than nominating committee chair-elect during their tenure of service on the nominating committee.</p>	<p>3C. The executive director shall be a nonvoting ex officio member of the committee; however, by majority vote of the voting members of the nominating committee, the executive director may be dismissed from all or any part of a meeting.</p> <p>4D. The chair and chair-elect of the nominating committee shall be nonvoting members of the committee. Candidates for chair-elect must have recent service on the nominating committee or board of directors and may be members of the committee or board of directors at the time of selection. The chair or chair-elect may not serve concurrently as a voting member on the committee or as a member of the board of directors. The chair and chair-elect shall not be eligible to serve as a voting member of the nominating committee for at least one year after serving as chair or chair-elect.</p> <p>5E. In order to be eligible to serve on the nominating committee, a member must have had recent experience on a Society level, such as service on the board of directors, as a member of the senate, or as a Society committee chair. Members of the nominating committee may not become candidates for elected positions other than nominating committee chair-elect during their tenure of service on the nominating committee.</p>	<p>3. The executive director shall be a nonvoting ex officio member of the committee; however, by majority vote of the voting members of the nominating committee, the executive director may be dismissed from all or any part of a meeting.</p> <p>4. The chair and chair-elect of the nominating committee shall be nonvoting members of the committee. Candidates for chair-elect must have recent service on the nominating committee or board of directors and may be members of the committee or board of directors at the time of selection. The chair or chair-elect may not serve concurrently as a voting member on the committee or as a member of the board of directors. The chair and chair-elect shall not be eligible to serve as a voting member of the nominating committee for at least one year after serving as chair or chair-elect.</p> <p>5. In order to be eligible to serve on the nominating committee, a member must have had recent experience on a Society level, such as service on the board of directors, as a member of the senate, or as a Society committee chair. Members of the nominating committee may not become candidates for elected positions other than nominating committee chair-elect during their tenure of service on the nominating committee.</p>
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<p>F. The nominating committee shall select one or more qualified candidates for each of the available positions and present such slate to the board of directors and the senate by February 1. The nominating committee may also recommend candidates for other positions, if so requested by the board or the senate.</p> <p>G. Additional candidates for all positions may be nominated by petition, provided that:</p> <ol style="list-style-type: none">1. The member is eligible for the position.2. The member has given written consent to be placed on the ballot.3. At least one percent of the voting members as of the previous December 31 have signed a petition or endorsed an e-mail to place the candidate's name on the ballot, with no more than ten percent being from any one section or group, the members at large, or the international members.4. The petition, together with the written consent, is submitted to the Society headquarters by March 1. <p>H. Members whose dues are current as of March 1 shall be eligible to vote in the election. The executive director shall be responsible to ensure that the ballot, listing the candidates proposed by the nominating committee and any candidates who have properly petitioned, shall be sent to each voting member by April 1. No</p>	<p>6F. The nominating committee shall select one or more qualified candidates for each of the available positions and present such slate to the board of directors and the senate by February 1. The nominating committee may also recommend candidates for other positions, if so requested by the board of directors or the senate.</p> <p>7G. Additional candidates for all positions may be nominated by petition, provided that:</p> <ol style="list-style-type: none">a1. The member is eligible for the position.b2. The member has given written consent to be placed on the ballot.c3. At least one percent of the voting members as of the previous December 31 have signed a petition or endorsed an e-mail to place the candidate's name on the ballot, with no more than ten percent being from any one section or group, the members at large, or the international members.d4. The petition, together with the written consent, is submitted to the Society headquarters by March 1. <p>8H. Members whose dues are current as of March 1 shall be eligible to vote in the election. The executive director shall be responsible to ensure that the ballot, listing the candidates proposed by the nominating committee and any candidates</p>	<p>6. The nominating committee shall select one or more qualified candidates for each of the available positions and present such slate to the board of directors and the senate by February 1. The nominating committee may also recommend candidates for other positions, if so requested by the board of directors or the senate.</p> <p>7. Additional candidates for all positions may be nominated by petition, provided that:</p> <ol style="list-style-type: none">a. The member is eligible for the position.b. The member has given written consent to be placed on the ballot.c. At least one percent of the voting members as of the previous December 31 have signed a petition or endorsed an e-mail to place the candidate's name on the ballot, with no more than ten percent being from any one section or group, the members at large, or the international members.d. The petition, together with the written consent, is submitted to the Society headquarters by March 1. <p>8. Members whose dues are current as of March 1 shall be eligible to vote in the election. The executive director shall be responsible to ensure that the ballot, listing the candidates proposed by the nominating committee and any candidates who have properly petitioned, shall be sent to each</p>
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<p>member may be nominated for more than one office or position on the ballot.</p> <p>I. Ballots must be returned by the date indicated on the ballot in order to be counted. A plurality shall elect. In case of a tie, the winner shall be chosen by lot.</p>	<p>who have properly petitioned, shall be sent to each voting member by April 1. No member may be nominated for more than one office or position on the ballot.</p> <p>9f. Ballots must be returned by the date indicated on the ballot in order to be counted. A plurality shall elect. In case of a tie, the winner shall be chosen by lot.</p>	<p>voting member by April 1. No member may be nominated for more than one office or position on the ballot.</p> <p>9. Ballots must be returned by the date indicated on the ballot in order to be counted. A plurality shall elect. In case of a tie, the winner shall be chosen by lot.</p>
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Conforming Amendment:

Should amendments pertaining to additions of standing committees pass, they will be added to the bylaws in appropriate alphabetical order as suggested in this amendment henceforth

Rationale:

Create easier readability of Article IX by describing items related to all committees before discussing items related only to standing committees.

Clarify authority of committees to create procedures and define ex officio committee member status.

Added “of directors” to references where “board” was used alone to be consistent throughout the bylaws.

Reorder standing committees to alphabetical order to more easily locate the information desired.

Pros:

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Benefits of adoption of the proposed amendment include:

- Redefining Section 1 to discuss information on all committees improves readability and provides clarity. Adding Section 2 and putting the standing committee descriptions underneath further helps with clarity on standing committees.
- It is more clearly communicated that the board of directors approve policies and that committees can create procedures.
- The proposed amendment provides an opportunity for more consistent use of terminology across the Society (Policy, Charter, and Procedure).
- Committees have the flexibility to define ex officio members in their charter.

Cons:

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

- The reorganization could be considered an unnecessary change for those who do not find the current wording confusing.
- The change will require revision of operational documents, where the titles and/or content include alternative terms (Manual, Guideline, etc).
- Removes definition of board contact as an ex officio committee member for non-standing committees.

Action Items:

Society secretary to communicate to board of directors regarding the implications and follow-up actions if the amendment is adopted.

- Board of directors to ensure that all committees have a charter by the start of FY23.
- All committee chairs and chair-elects should review their documents for correct terminology and revise, if necessary, before FY23.