

Proposal to Amend Society of Women Engineers Bylaws

Proposal #	Description	Article	Section	Proposed by
S-2205	Amend Bylaws to remove in-person meeting requirements and align meeting notice requirements	Multiple	Multiple	Inga Urbina, Danielle Schroeder, Karen Horton, Shelley Stracener, Rachel Morford, Lisa Rimpf, Cherie Cain, Kristine Barnes, Jennifer Morikawa, Karen Ramsey-Idem, Barbara Brockett, Lindsey Roberts McKenzie

<i>Current Language:</i>	<i>Proposed Changes:</i>	<i>If Adopted:</i>
<p><b><u>ARTICLE II - MEMBERS</u></b>  <u>Section 5. Annual Membership Meeting</u></p> <p>A. There shall be an annual meeting of the membership held at the annual conference. Notice of the meeting must be sent to each member with the notice of the conference.</p>	<p><b><u>ARTICLE II - MEMBERS</u></b>  <u>Section 5. Annual Membership Meeting</u></p> <p>A. There shall be an annual meeting of the membership held at <b>during</b> the annual conference. Notice of the meeting must be sent to each member with the notice of the conference.</p>	<p><b><u>ARTICLE II - MEMBERS</u></b>  <u>Section 5. Annual Membership Meeting</u></p> <p>A. There shall be an annual meeting of the membership held during the annual conference. Notice of the meeting must be sent to each member with the notice of the conference.</p>

<i>Current Language:</i>	<i>Proposed Changes:</i>	<i>If Adopted:</i>
<p><b><u>ARTICLE III: OFFICERS</u></b>  <u>Section 2. Duties</u></p> <p>D. The treasurer shall:</p> <p>1. Serve as the chief elected financial officer of the Society, and as such, be responsible to oversee the collection, distribution, and safekeeping of the Society's funds;</p>	<p><b><u>ARTICLE III: OFFICERS</u></b>  <u>Section 2. Duties</u></p> <p>D. The treasurer shall:</p> <p>1. Serve as the chief elected financial officer of the Society, and as such, be responsible to oversee the collection, distribution, and safekeeping of the Society's funds;</p>	<p><b><u>ARTICLE III: OFFICERS</u></b>  <u>Section 2. Duties</u></p> <p>D. The treasurer shall:</p> <p>1. Serve as the chief elected financial officer of the Society, and as such, be responsible to oversee the collection, distribution, and safekeeping of the Society's funds;</p>

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<p>2. Present a financial report at each in-person meeting of the board of directors, the senate, and the membership;</p> <p>3. Serve as an ex officio member of the finance committee; and</p> <p>4. Perform other duties incident to the office of treasurer, whether assigned by the president, the speaker of the senate, the board of directors, or Society governing documents.</p>	<p>2. Present a financial reports <del>at each in-person meeting of</del> <b>to</b> the board of directors <b>at least quarterly</b>, <b>and to</b> the senate, and <del>the membership</del> <b>at least annually</b>;</p> <p>3. Serve as an ex officio member of the finance committee; and</p> <p>4. Perform other duties incident to the office of treasurer, whether assigned by the president, the speaker of the senate, the board of directors, or Society governing documents.</p>	<p>2. Present financial reports to the board of directors at least quarterly and to the senate and membership at least annually;</p> <p>3. Serve as an ex officio member of the finance committee; and</p> <p>4. Perform other duties incident to the office of treasurer, whether assigned by the president, the speaker of the senate, the board of directors, or Society governing documents.</p>
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<b><i>Current Language:</i></b>	<b><i>Proposed Changes:</i></b>	<b><i>If Adopted:</i></b>
<p><b><u>ARTICLE IV – BOARD OF DIRECTORS</u></b> <b><u>Section 5. Meetings</u></b></p> <p>A. The board of directors shall meet at least three times per year, upon the call of the president or any five members of the board of directors collectively as a group. At least one such meeting must be an in-person meeting. The board of directors may also meet via conference telephone or by any means of communication by which all persons participating in the meeting are able to communicate with one another. Two-thirds of the voting members of the board of directors then in office, one of whom must be the president or president elect, shall constitute a quorum</p>	<p><b><u>ARTICLE IV – BOARD OF DIRECTORS</u></b> <b><u>Section 5. Meetings</u></b></p> <p>A. The board of directors shall meet at least three times per year, upon the call of the president or any five members of the board of directors collectively as a group. <del>At least one such meeting must be an in-person meeting.</del> The board of directors may also meet via conference telephone <del>or</del> by any means of communication by which all persons participating in the meeting are able to communicate <b>simultaneously</b> with one another <b>and vote</b>. Two-thirds of the voting members of the board of directors then in office, one of whom must be the president or president</p>	<p><b><u>ARTICLE IV – BOARD OF DIRECTORS</u></b> <b><u>Section 5. Meetings</u></b></p> <p>A. The board of directors shall meet at least three times per year, upon the call of the president or any five members of the board of directors collectively as a group. The board of directors may meet by any means of communication by which all persons participating in the meeting are able to communicate simultaneously with one another and vote. Two-thirds of the voting members of the board of directors then in office, one of whom must be the president or president elect, shall constitute a quorum for the conduct of business. Proxy voting shall not be</p>

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<p>for the conduct of business. Proxy voting shall not be allowed.</p> <p>B. Thirty days' notice shall be required for any in-person meeting of the board of directors. For telephone conference or other electronic means allowed by law, at least five days' notice shall be required. Notice may be waived by directors before, during, or after any meeting, but such waiver must be unanimous, presented in writing, and placed on file with the records of the meeting.</p>	<p>elect, shall constitute a quorum for the conduct of business. Proxy voting shall not be allowed.</p> <p>B. <b>At least ten</b> <del>Thirty</del>-days' notice shall be <del>required</del><b>given</b> for any <del>in-person</del> meeting of the board of directors. <del>For telephone conference or other electronic means allowed by law, at least five days' notice shall be required.</del> Notice may be waived by directors before, during, or after any meeting, but such waiver must be unanimous, presented in writing, and placed on file with the records of the meeting.</p>	<p>allowed.</p> <p>B. At least ten days' notice shall be given for any meeting of the board of directors. Notice may be waived by directors before, during, or after any meeting, but such waiver must be unanimous, presented in writing, and placed on file with the records of the meeting.</p>
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<b>Current Language:</b>	<b>Proposed Changes:</b>	<b>If Adopted:</b>
<p><b><u>ARTICLE V – SENATE</u></b> <b><u>Section 3. Meetings</u></b></p> <p>A. The senate shall meet in person at least once annually at a time and place determined by the senate. Such meeting shall be designated as the annual meeting.</p> <p>B. The senate may also meet at any other time upon the call of the speaker or by written petition of at least one-third of the voting members of the senate.</p> <p>C. Unless otherwise restricted by law or these bylaws, the senate may also conduct business by telephone or other</p>	<p><b><u>ARTICLE V – SENATE</u></b> <b><u>Section 3. Meetings</u></b></p> <p>A. The senate shall meet <del>in person</del> at least once annually at a time and place determined by the senate. <del>Such meeting shall be designated as the annual meeting.</del></p> <p>B. The senate may also meet at any other time upon the call of the speaker or by written petition of at least one-third of the voting members of the senate.</p> <p>C. <del>Unless otherwise restricted by law or these bylaws,</del> <b>the senate may also meet</b> <del>conduct business by</del> <b>any means of</b></p>	<p><b><u>ARTICLE V – SENATE</u></b> <b><u>Section 3. Meetings</u></b></p> <p>A. The senate shall meet at least once annually at a time and place determined by the senate.</p> <p>B. The senate may also meet at any other time upon the call of the speaker or by written petition of at least one-third of the voting members of the senate.</p> <p>C. The senate may meet by any means of communication by which all persons participating in the meeting are able to</p>

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<p>electronic device, provided that all members can communicate with one another at the same time.</p> <p>D. The senate may also conduct business by mail, electronic mail, or fax, provided that:</p> <ol style="list-style-type: none"> <li>1. Complete and identical information is distributed to all members of the senate at the same time.</li> <li>2. Instructions for reply, together with a return date no less than fourteen days from the date of distribution, are included.</li> <li>3. The integrity of each ballot can be verified as to the eligibility of the member casting the vote and that only one ballot is cast by any member.</li> <li>4. The number of ballots returned meets the quorum requirements for an in-person meeting.</li> <li>5. The vote required shall be the same as the vote for an in-person meeting.</li> <li>6. The balloting is in accordance with any additional policies adopted by the senate to ensure that:</li> </ol>	<p><b>communication by which all persons participating in the meeting are able to</b><del>telephone or other electronic device,</del> provided that all members can communicate <b>simultaneously</b> with one another <b>and vote</b><del>at the same time.</del></p> <p>D. The senate may also conduct business by mail, electronic mail, or fax, provided that:</p> <ol style="list-style-type: none"> <li>1. Complete and identical information is distributed to all members of the senate at the same time.</li> <li>2. Instructions for reply, together with a return date no less than fourteen days from the date of distribution, are included.</li> <li>3. The integrity of each ballot can be verified as to the eligibility of the member casting the vote and that only one ballot is cast by any member.</li> <li>4. The number of ballots returned meets the quorum requirements <del>for an in-person meeting.</del></li> <li>5. <del>The vote required shall be the same as the vote for an in-person meeting.</del></li> <li>6. The balloting is in accordance with any additional policies adopted by the senate to ensure that:</li> </ol>	<p>communicate simultaneously with one another and vote.</p> <p>D. The senate may also conduct business by mail, electronic mail, or fax, provided that:</p> <ol style="list-style-type: none"> <li>1. Complete and identical information is distributed to all members of the senate at the same time.</li> <li>2. Instructions for reply, together with a return date no less than fourteen days from the date of distribution, are included.</li> <li>3. The integrity of each ballot can be verified as to the eligibility of the member casting the vote and that only one ballot is cast by any member.</li> <li>4. The number of ballots returned meets the quorum requirements.</li> <li>5. The balloting is in accordance with any additional policies adopted by the senate to ensure that:</li> </ol>
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<p>a. Alternate methods of voting are provided for any senator who is unable to use the primary method; and</p> <p>b. The decision to take such a ballot is made by those properly authorized by the senate to make such decision.</p> <p>7. The results of such ballot shall be reported to the senate within fifteen days after the close of the ballot process.</p> <p>E. Sixteen senators shall constitute a quorum for the conduct of the business of the senate.</p> <p>F. At least sixty days' notice shall be given to all senators prior to an in-person meeting, and at least ten days' notice shall be given to all senators prior to a telephone conference call meeting.</p>	<p>a. Alternate methods of voting are provided for any senator who is unable to use the primary method; and</p> <p>b. The decision to take such a ballot is made by those properly authorized by the senate to make such decision.</p> <p><del>7</del><b>6</b>. The results of such ballot shall be reported to the senate within fifteen days after the close of the ballot process.</p> <p>E. Sixteen senators shall constitute a quorum for the conduct of the business of the senate.</p> <p>F. At least <del>ten</del> <b>ten</b> <del>sixty</del> days' notice shall be given to all senators prior to an in-person <del>meeting</del> <b>for any meeting of the senate</b>, and at least <del>ten</del> <b>ten</b> days' notice shall be given to all senators prior to a telephone conference call meeting. <b>Notice may be waived by senators before, during, or after any meeting, but such waiver must be unanimous, presented in writing, and placed on file with the records of the meeting.</b></p>	<p>a. Alternate methods of voting are provided for any senator who is unable to use the primary method; and</p> <p>b. The decision to take such a ballot is made by those properly authorized by the senate to make such decision.</p> <p>6. The results of such ballot shall be reported to the senate within fifteen days after the close of the ballot process.</p> <p>E. Sixteen senators shall constitute a quorum for the conduct of the business of the senate.</p> <p>F. At least ten days' notice shall be given for any meeting of the senate. Notice may be waived by senators before, during, or after any meeting, but such waiver must be unanimous, presented in writing, and placed on file with the records of the meeting.</p>
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<b><i>Current Language:</i></b>	<b><i>Proposed Changes:</i></b>	<b><i>If Adopted:</i></b>
<p><b><u>ARTICLE XIII – AMENDMENT</u></b>  A. These bylaws may be amended at any in-person meeting of the senate or by an electronic ballot vote.</p> <p>B. Amendments may be proposed by any ten members of the Society collectively as a group, provided that at least eight are voting members, or a senator and four additional members, provided that at least three of the four are voting members. Proposed amendments shall be submitted to the secretary.</p> <p>C. The exact text of the amendment shall be made available to the membership by posting on the Society’s website at least forty-five days before the senate meeting at which the vote will be taken or the date on which the electronic ballot is sent. Copies of the proposed amendments shall be sent to voting members upon request. The senators shall be notified when proposed amendments are posted.</p> <p>D. Two-thirds of the entire voting membership of the senate at an in-person meeting or ninety percent of the entire voting membership of the senate by electronic ballot shall be required to amend these bylaws. If the electronic ballot requirement is not achieved, the</p>	<p><b><u>ARTICLE XIII – AMENDMENT</u></b>  A. These bylaws may be amended at any <del>in-person</del> meeting of the senate or by an electronic ballot vote.</p> <p>B. Amendments may be proposed by any ten members of the Society collectively as a group, provided that at least eight are voting members, or a senator and four additional members, provided that at least three of the four are voting members. Proposed amendments shall be submitted to the secretary.</p> <p>C. The exact text of the amendment shall be made available to the membership by posting on the Society’s website at least forty-five days before the senate meeting at which the vote will be taken or the date on which the electronic ballot is sent. Copies of the proposed amendments shall be sent to voting members upon request. The senators shall be notified when proposed amendments are posted.</p> <p>D. Two-thirds of the entire voting membership of the senate at an <del>in-person</del> meeting or ninety percent of the entire voting membership of the senate by electronic ballot shall be required to amend these bylaws. If the electronic ballot requirement is not achieved, the</p>	<p><b><u>ARTICLE XIII – AMENDMENT</u></b>  A. These bylaws may be amended at any meeting of the senate or by an electronic ballot vote.</p> <p>B. Amendments may be proposed by any ten members of the Society collectively as a group, provided that at least eight are voting members, or a senator and four additional members, provided that at least three of the four are voting members. Proposed amendments shall be submitted to the secretary.</p> <p>C. The exact text of the amendment shall be made available to the membership by posting on the Society’s website at least forty-five days before the senate meeting at which the vote will be taken or the date on which the electronic ballot is sent. Copies of the proposed amendments shall be sent to voting members upon request. The senators shall be notified when proposed amendments are posted.</p> <p>D. Two-thirds of the entire voting membership of the senate at a meeting or ninety percent of the entire voting membership of the senate by electronic ballot shall be required to amend these bylaws. If the electronic ballot requirement is not achieved, the proposal shall</p>

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proposal shall automatically be placed on the agenda of the next in-person meeting.

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### **Conforming Amendment:**

None

### **Rationale:**

The intent of this proposed bylaws amendment is to remove the requirement for in-person meetings from the Society Bylaws and align the Board of Directors and Senate meeting notice requirements. As SWE continues to expand globally and in consideration of lessons learned during the coronavirus global pandemic, flexibility is needed to conduct Society business through in-person, hybrid, and/or virtual meetings. The Code of the District of Columbia, where Society of Women Engineers is incorporated, does not legally require in-person meetings.

### **Pros:**

Benefits of adoption of the proposed amendment include:

- Removing the in-person meeting requirement continues to advance SWE inclusion efforts and support members who may have any variety of reasons they want to/have to participate virtually.
  - Volunteer member leaders do not have to travel to participate in votes which could be prohibitive due to logistics, when meeting participants are geographically far from an in-person meeting location and are unable to travel, and other obstacles/uncertainties (including and not limited to weather, pandemic, visa status, etc.).
  - An in-person meeting requirement is a bias towards able-bodied individuals, as traveling can require significant physical and mental exertion. This may be limiting some members from considering taking on a leadership role in the Senate, Board of Directors, or other leadership groups. This amendment means that travel will not have to be a consideration for potential Senate or Board of Directors candidates, which should increase the pool of candidates and increase the diversity of voices that are part of the respective group.
- Removing the in-person meeting requirements assures ability to conduct SWE business without delay, especially regarding the Senate processing of Bylaws amendments when an in-person vote must take place according to Bylaws Article XIII – Amendment.

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- Allowing flexibility for in-person, hybrid, or virtual meetings empowers the Senate and Board of Directors to choose the best method for conducting their business with better control regarding timeline. This approach is mindful of SWE staff resources along with consideration of SWE finances.
- Removing the in-person requirement will enable more timely review and approval of bylaws motions and reduce delays in progressing and implementing important Senate and Society work early enough in the fiscal year for effective implementation and orderly transition. Where removing the in-person requirement will reduce delays, it will not reduce the importance or time allocation for thorough preparation, review and due diligence prior to voting on motions.
- The Society virtual collaboration platform, Teamwork, allows for asynchronous communication within the Senate and within the Board of Directors between meetings, this is done today by both groups and supports their Duty of Care. This allows the Senate to engage in dialogue on any proposed bylaws amendments at the beginning of the member notice period which provides a minimum of 45 days before the vote is called to question.
- The Board of Directors Procedures, Senate Procedures, and/or other policy and/or procedure documents (including and not limited to the Volunteer Travel Expense Reimbursement Policy, for example) may provide a longer notice period for in-person or hybrid meetings along with additional operational clarifications regarding meetings for the respective SWE body. The Society of Women Engineers Bylaws provide the framework for the minimum notice requirements which are more strict than the required two days in the Code of the District of Columbia. (Reference: <https://code.dccouncil.us/us/dc/council/code/titles/29/chapters/4/subchapters/VI/parts/B>)

### **Cons:**

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

- Reducing meeting notice requirements does not represent being inclusive towards individuals who are not able to easily shift their schedule to accommodate in-person or hybrid meetings.
- If the proposed language in Article XIII – Amendment is adopted, it is possible that the Senate meeting agendas and workflow, that should be focused on their strategic plan responsibilities, could regularly contain Bylaws amendments if an electronic ballot(s) fails adoption thereby consuming valuable meeting time.

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- There is no real substitute for an in-person meeting that mimics all the benefits of meeting participant co-location without additional effort of all attendees, even with modern technology advancements. The responsibility to ensure the required Duty of Care increases without face-to-face interaction.
- Being able to process Bylaws amendments more frequently without an in-person meeting may lead to more frequent Bylaws amendments.
- May reduce the perception of access of members' ability to observe Senate meetings where Bylaws amendment motions are voted on.

### **Legal and Parliamentary Review:**

Upon consultation with legal and parliamentary resources, the following changes were incorporated:

- “Such meeting shall be designated as the annual meeting.” was removed from ARTICLE V – SENATE, Section 3. Meetings to eliminate confusion regarding the business that may be conducted at any meeting of the Senate. This change does not affect member rights.
- The inclusion of “and vote” in ARTICLE IV – BOARD OF DIRECTORS, Section 5. Meetings and ARTICLE V – SENATE, Section 3. Meetings clarifies action that can be taken at any meeting of the Senate or Board of Directors.

### **Action Items:**

- Review the Board of Directors Procedures, Senate Procedures, and Bylaws Committee Procedures and revise, if required.